



v·tal

**Ethics and Expected Conduct for
Third Parties Manual
November/2022**

Summary

1 Presentation.....	3
2 Integrity	3
3 How we relate	3
4 Commitment to <i>Compliance</i>	4
4.1 Work environment	4
4.2 Collaborate on People's Health and Safety	5
4.3 Conflicts of interest	6
4.4 Free Competition	6
4.4 Respect environmental standards and contribute to sustainable development	7
4.5 Privacy and Data Protection	7
4.6 Protect the information of V.tal	8
4.7 Promotional gifts, presents, hospitality and other benefits.....	9
4.8 Combating corruption, preventing money laundering and financing terrorism	10
4.9 Relations with Government and Public Sector	11
5 Knowing Our Third Parties	11
6 Reporting Illegal or Unethical Behavior	12

1. Presentation

This Ethics and Expected Conduct for Third Parties Manual exists for to bring together, in a simple and direct way, what we expect from all Third parties that work with V.tal. "Our Third Parties" are our suppliers of goods and services, business partners, outsourced workers and subcontractors, resource takers for projects, donations or sponsorships, as well as individuals or legal entities, who may work with or represent V.tal. The guidance presented here will guide our daily business relationships and decisions, strengthening V.tal's governance and directing us to achieve our purpose.

This Manual applies to all Our Third Parties, without distinction of position or function (employees, members of Boards and Committees, directors, trainees and apprentices) and pursuant to article 57, II and III, of Decree No. 11,129/2022.

Failure to comply with the guidelines described in this Manual and applicable legislation will be considered a serious infraction, and the violator is subject to the application of the punishments provided for in contracts and laws, and may even lead to the end of the commercial relationship with V.tal.

2. Integrity

Integrity is non-negotiable for V.tal. Creating new futures and being a leader in fiber connection makes sense when our goals are achieved by legal and ethical means, based on sustainable bases. Therefore, we seek to ensure, according to our possibilities, that our business partners do not choose any other path than that of honest business.

We are not open to tolerating or condoning conduct that does not speak to our value of integrity. Solving our challenges "nicely" is not the way to go. For V.tal, the ends do not justify the means.

From start to finish we need to generate sustainability and business security and for everyone who chooses to invest and trust in V.tal.

3. How we relate to each other

No matter where V.tal does business, we are always respecting legislation and guidelines, that is, following the rules of the game, building trusting relationships with investors, governments, customers, partners and related parties. This is part of our way of being, expressed in our commitment to integrity and ethics.

Our business involves a network of partnerships with third parties. The choice and contracting of Our Third Parties is based on analysis of economic, financial, socio-environmental, integrity factors and with technical compliance certification, when applicable. To ensure that this contracting process happens with all the necessary fluency and security, we value a model that guarantees the best cost-benefit, fair competition, conflict of interest-free decisions and the choice of third parties that value honest business.

4. Commitment to Compliance

Our Third Parties must comply with the laws, seeking to act with ethics and integrity in everything they do. At V.tal, we practice Compliance on a daily basis. Thus, we encourage building trusting relationships with investors, government, customers, partners and suppliers. No matter where we're doing business, we stick to what we say, walk the talk.

Our Third Parties must comply with the laws, seeking to act with ethics and integrity in everything they do. At V.tal, we practice Compliance on a daily basis. Thus, we encourage building trusting relationships

4.1 Work environment

Contribute to a respectful and harassment-free environment. In addition, value diversity and inclusion on your team.

Listen carefully and treat everyone with respect. Appreciate respect as the basic principle of your relationships with everyone, whether colleagues, managers, customers, suppliers, etc.

Here diversity is part of the essence of V.tal. With diversity we broaden our perspectives and multiply our potential. We do not distinguish people by their characteristics and we respect all differences.

You strengthen our relationship of trust with behaviors that value people, here's how:

- Respecting diversity and promoting equity. The characteristics of each person such as origin, race, gender, religion, disabilities, affective-sexual orientation, gender identity, among others, expand our capabilities and enrich our relationships.
- Caring for people, above all. We understand as part of this the commitment to combat moral and sexual harassment, physical and verbal violence, child and slave labor, among other transgressions to human dignity and life.

Respect is everything in relationships. It is necessary to value diversity, differences and protect people. V.tal is counting on you to build a fairer society.

What characterizes abusive conduct:

They are behaviors, words, acts, gestures or even writings that may hurt the dignity and physical, moral or psychological integrity of someone. To make it easier to understand, we can think of a list of unwanted attitudes, such as accusations, threats, insults, shouting and humiliation, as well as intimidation, spreading rumors and gossip. Don't forget to also frame isolation, social exclusion, and even the imposition of unattainable goals or urgent tasks that become permanent, among others.

What characterizes bullying:

The repetitive and prolonged practice of abusive conduct, disqualifying, through words, gestures or attitudes, the self-esteem, security or image of the person. It happens regardless of hierarchical relationships, that is, it can be either the manager against the employee, or the Team or employee against their own manager. It can also happen between peers.

What characterizes sexual harassment:

Harassing colleagues with constant teasing and innuendo to gain sexual advantage or favor. This attitude can be clear or subtle; spoken or only hinted at; written or made explicit in gestures or physical contacts. It can appear in the form of coercion or blackmail and also when there is promise of promotion.

4.2 Collaborate on People's Health and Safety

Ensure a safe and healthy environment.

Our employees are our greatest asset, so we have a non-negotiable commitment to life and we expect you to act the same way. At V.tal we are focused and have a healthy environment, we promote clarity, understanding and self-development so that our Team seeks its best version.

Health and Safety Requirements:

Knowing and complying with legal requirements, policies, best practices and occupational health and safety procedures.

Hazards and Risks: Assuming a central role in the construction and maintenance of a safe environment, analyzing hazards and risks before starting its activities. Good recommendations include carrying out the necessary examinations for their functions and actively participating in training actions and health and safety programs.

Accidents and Emergencies: If an accident occurs, it is essential to act quickly, seek medical attention to ensure the well-being of those involved.

Training and awareness: Promoting internal training and awareness actions and disseminating the legally required requirements for your functions and following the recommended frequency. For technical training, activities should only be carried out with the employee properly equipped and in favorable physical and mental health conditions.

Working hours: Respecting the working hours of employees, avoiding calls or messages outside working hours. It is essential to respect the breaks and lunch time. Addressing demands during established work hours through good time management is an essential role.

4.3 Conflict of interest

Conflict of interest occurs when the particular interest of an individual may interfere, in his/her ability to act, judge or make impartial decisions. That is: when an employee's professional decisions are made based not only on professional criteria, but also on personal criteria, and are not necessarily the best decisions.

In the business relationship established with V.tal, situations may arise in which personal or professional interests conflict with the interests of V.tal. When this happens, the most important thing is that you are not afraid to be transparent and communicate to us, even if the situation is only a matter of uncertainty. Your initiative makes all the difference in the solution and will strengthen our confidence in this relationship. You strengthen our relationship of trust with these behaviors:

- Informing about family or professional relationships among its employees and shareholders, with employees, directors or partners of V.tal. The person in charge of hiring/negotiations at V.tal must be informed accordingly or in a timely manner when he/she is already in a relationship with V.tal.
- Protecting the information obtained in the relationship with V.tal as if it were your own, especially sensitive or confidential information, and using it only for the benefit of V.tal.

V.tal may terminate the relationship with suppliers and business partners whenever losses or risks to the image of V.tal or its interests are observed due to non-compliance with legal, tax, labor, social security, environmental and occupational health and safety issues.

4.4 Free competition

Exercise our commitment to free competition with a competitive market including never performing actions prohibited by law and contrary to V.tal's ethical principles.

This is how V.tal operates in the market and is what we expect from Our Third Parties. In addition, the choice and contracting of Our Third Parties is based on a competition process that includes, among others, analysis of economic, financial, socio-environmental, integrity and technical compliance certification factors, when applicable.

In V.tal's competition proceedings, we will not allow third parties to:

- They defraud free competition in competitive processes.
- Combine prices and offer conditions in competition processes.
- Establish agreement, formal or informal, with competitors to fix, increase or stabilize prices or profit margins including banding agreements, price initiatives or price recommendations.
- Restrict or eliminate the production or offer of products and services or the performance of its competitors.

4.5 Comply with environmental standards and contribute to the sustainable development

- Respecting the environmental legislation that applies to its operations.
- Making conscious and optimized use of natural resources, such as water, electricity and fuels, going beyond legal obligations.
- Acting to control its emissions of greenhouse gases and understanding of the climate impacts of its operations.
- Performing proper waste management prioritizing its recycling and reuse and, when this is not possible, giving the appropriate final destination according to the applicable legislation.

4.6 Privacy and Data Protection

You strengthen our relationship of trust with environmental conduct aimed at business sustainability and respect for communities:

- Performing selective collection correctly disposing of materials.
- Seeking new technologies capable of minimizing impacts on the environment.
- Promoting open dialogue with the communities in which we are inserted in order to minimize negative impacts caused by operations.
- Choosing suppliers who, like V.tal, are committed to sustainability.

Based on the General Data Protection Law - LGPD, there is a commitment to ensure the privacy and protect the personal data of customers, business partners and employees.

V.tal has a Privacy and Data Protection Manual specific to Third Parties. This document is accessible at <https://www.vtal.com.br/arquivos/manual-de-privacidade-para-terceiros-vtal.pdf>

- Seek to learn and apply this document, the laws and regulations on personal data protection applicable in Brazil and others that may affect your business.
- Seek to continuously improve the information security measures adopted in your company.
- In your daily life, evaluate the effect of decisions in relation to people's privacy, seeking the most appropriate solutions.
- Do not collect, store, retain, share, transfer, delete or otherwise process personal or sensitive data without making sure it complies with the guidelines and policies.
- Process personal data only for the purposes set out in the contract with V.tal.
- In some cases, you must obtain prior authorization from V.tal for the subcontracting of third parties involving personal data.
- Share personal data only with authorized persons and retain the information only as long as it is necessary in accordance with laws and regulations.
- Respect people's choices regarding privacy and the use of their personal data.
- When using collaborative video calling tools, be careful not to record unauthorized meetings or share with unauthorized people.

Whenever you have questions on the subject, please contact the V.tal Privacy Team at PP-PrivacidadeVtal@vtal.com.

4.7 Protect V.tal's information

Proper use of information is essential to protect the business. Act on behalf of V.tal when it comes to our information, especially confidential information.

Our relationship of trust is strengthened with these behaviors:

- Ensuring that V.tal information will be used only for execution of the agreement signed.
- Raising awareness, training and guiding your members on safety rules of the information.
- Ensuring the accuracy of information and information processing methods is safeguarded.
- Adopting risk prevention mechanisms, incident protection and remediation actions.
- Immediately informing you of any situation that compromises the security of our information.

Confidential information is limited to specific and previously authorized persons and if disclosed internally or externally, has the potential to bring great financial, image or business losses to V.tal.

If a V.tal document lacks confidentiality identification, you cannot assume that it is public and shareable. When in doubt, consult us.

Protecting V.tal's assets and resources is a basic obligation. This means using them sensibly, correctly, responsibly, avoiding waste and misuse.

- Be sensible when using the funds and always be in line with the contractual conditions, ask for your reimbursements exactly according to the expenses you have incurred.
- Only use the V.tal brand in permitted activities and after authorization from the responsible areas. And don't forget to always follow the standard and rules of the Brand Manual.

Attention: V.tal reserves the right to monitor the use of its assets and resources whenever necessary.

4.8 Promotional gifts, presents, hospitality and other benefits

We know that giving or receiving courtesies is a usual business practice. But we cannot stop paying attention to the risks involved. And this goes for promotional gifts, low value presents

presents and even invitations to events or meals. For this reason, we are very cautious and transparent, it is important to follow the best rules established for this practice.

We hope that in our commercial relations these conducts will be observed:

- Seeking to use promotional gifts or presents that are within our guidelines when being cordial with our employees. The most important thing is that their motivation is free from the expectation of encouraging some action on our part.
- Consulting our rules before offering meals, travel and entertainment.
- Understand our motives in the face of refusal. For V.tal, it is very important to act according to what we believe.
- Adopting guidelines on the topic in its organization and guiding its employees, especially the areas that relate to business partners.
- Choosing the moments for the practice of courtesies in which no negotiation or contracting process is taking place.

Know each item:

- **Promotional Gifts:** They are objects without resale commercial value or with symbolic commercial value, used in the context of dissemination or advertising of a brand, or on the occasion of events or commemorative dates. In addition, they are distributed in an impersonal and generalized way.
- **Presents:** They are items, services or advantages of any nature with commercial value and received with a personality character.
- **Hospitality:** Refers to the cost of expenses as a result of an invitation offered or received such as meals, airline tickets, travel and entertainment, among others.

4.9 Combating corruption, preventing money laundering and financing terrorism

In line with our commitments, with the Integrity Program and with applicable national and international legislations, it is non-negotiable that any Third Party that relates to V.tal or acts

on its behalf or in partnership - commits illicit acts.

It is expressly forbidden:

- Accept or receive any type of bribe: insinuate, promise, offer or give, directly or indirectly, undue advantage to a public agent, national or foreign - or the person related to him. Bribery is also unacceptable in relationships between private companies and the most common forms include facilitation payment, kickbacks, rebates, donations and sponsorships, political contributions and gifts, among others.
- Obstructing investigation or inspection processes - establish any type of obstruction, intervention or difficulty to the action of public agencies, entities or agents in their performance, investigations or inspections.
- Money laundering and financing terrorism and the proliferation of weapons of mass destruction - camouflaging the illicit origin of financial resources using V.tal's legal operations or its resources in order to give the money a lawful appearance.
- Fraud in bidding processes - committing fraud in bids and contracts with the government, national or foreign, or offering undue advantage to a bidding competitor.

When establishing commercial relations outside Brazil, we are subject to anti-corruption legislation from other countries.

V.tal requires compliance with all applicable national and international laws and regulations against bribery and corruption, including, without limitation, the laws of Brazil (Brazilian Anti-Corruption Law No. 12,846/13), and the United States Foreign Corrupt Practices Act (FCPA).

4.10 Relations with Government and Public Sector

4.10 If you are a service provider or supplier of V.tal with powers to act on V.tal's behalf before the public administration, we request your special attention to the rules established in this topic.

Due to the higher exposure to corruption risk, the interactions with public agents are a source of risk for V.tal.

Therefore, all care, respect, integrity, ethics and transparency guide all our relations with the segment and there are areas specially qualified to be triggered when necessary.

We are aligned with V.tal's ethical principles when:

- Interactions with public officials happen for legitimate reasons. That is, with lawful, relevant, ethical motive and with interlocutors with the appropriate competence and function for that representation.
- We use impersonal dialogue and more formal, clear and concise language.
- We are transparent and record all meetings in a corporate agenda or in the internal controls created by the area.
- We strictly follow V.tal and public sector policies when offering or accepting hospitality and other courtesies.

Important:

- V.tal does not sponsor, fund or make donations to political campaigns, candidates or political parties. In addition, any individual campaign or distribution of material involving politics or religion must not be carried out in our workplace or through our resources.

5. Knowing Our Third Parties

Before establishing a business relationship, we understand that it is essential to know who will be related to you. For this reason, we evaluate the qualification, reputation and integrity of Our

Third Parties before starting our partnerships.

Our due diligence process includes the verification of any restrictions that may prevent the beginning or maintenance of the relationship with V.tal.

Integrity, in addition to value, is an essential criterion.

To strengthen this pillar at V.tal, it is important that you read and share this Manual with all your employees who will be involved in the business relationship so that they manifest their commitment to practice the conduct presented here.

6. Reporting of illegal or unethical behavior

We seek to maintain a relationship based on respect, honesty, neutrality and transparency.

We strengthen ethical action when we act to transform things, so we want to encourage you to speak up.

We have a [Confidential Channel](#) for reporting situations that are in disagreement with this Manual. Our channel is available for secure, confidential communication of situations about employees, suppliers and service providers that violate our values, principles of ethical conduct and/or the legislation/regulations in force.

Also use it to record reports on corruption, fraud and other irregularities provided for in the Brazilian Anti-Corruption Law (12,846/2013).

If you wish, your report can be made anonymously. V.tal ensures this condition, as well as the protection of the reporter's confidential data in line with the General Data Protection Law (LGPD), if you choose to identify yourself. We reiterate that we do not tolerate any kind of retaliation against whistleblowers who express, in good faith, information on this channel.

- If you identify deviation situations that may harm V.tal, employees or third parties, record your report.
- When opening a report on the Channel, look to present evidence, facts, data, date and details of what happened. The more information, the more assertive the investigation will be.
- Be as transparent and cooperative as possible with the investigations.
- Use the channel to report cases of good faith related to: harassment, fraud, misconduct, discrimination, among other topics. However, do not use the Channel for: complaints or clarifications about V.tal processes and procedures, outbursts, gossip, reports without sufficient data for investigation or reports of bad faith or demonstrations with conspiratorial or revenge purposes.

GET TO KNOW THE CHANNEL:

- Web: <https://canalconfidencial.com/vtal/>
- Phone : 0800 721 0783

Governance, Risk and Compliance Management

Vice-Presidency Governance, Sustainability and Audit

PP-ComplianceVtal@vtal.com