

**CEO MESSAGE**

On July 6, 2020, the Amendment Term No. 1 to the Sponsored Concession Contract No. 015/2013 was signed between the Concessionária Linha Universidade S.A. and the Secretaria de Estado dos Transportes Metropolitanos - STM ("Granting Authority"), making the Concessionaire responsible for the execution of the São Paulo Metro Line 6- Orange Project. This is the largest infrastructure project in Latin America in the form of a Public-Private Partnership - PPP, which includes 15 km of line and 15 stations that will connect the center of the capital to Brasilândia, creating more than 9,000 jobs.

With a concession contract of 24 years between construction and operation, it will serve an expected flow of more than 600 thousand people per day.

The LINHA UNIVERSIDADE (UNIVERSITY LINE), as a provider of an essential public service, relates to various bodies of the public administration, besides the community itself. Thus, acting in accordance with ethical guidelines and in an environment of integrity is a constant concern of the UNIVERSITY LINE, which conducts its work with cordiality, transparency, commitment to quality service, environmental awareness, and compliance with the rules and laws in force.

This Code of Ethics and Conduct is applicable to all employees who participate in the activities of the UNIVERSITY LINE. In the same way, the UNIVERSITY LINE expects its suppliers, business partners, and service providers to act in the same way and act within the law and ethically, observing the Concessionaire's mission of being a reference in the metro railway management in the city of São Paulo.

Given the relevance of the commitments made by the UNIVERSITY LINE, we are pleased to present the present Code of Ethics and Conduct, hoping to convey to everyone our commitment to the fundamental precepts of ethical business conduct. The Code of Ethics and Conduct shall serve as a reference guide and will contribute to the development of a work environment of integrity, respect, and safety for all.

We are all responsible not only for maintaining compliance with this Code, but also for reporting violations, whether actual or potential, or even concerns about compliance.

This Code of Ethics and Conduct, therefore, addresses the professional conduct we expect from our employees, providing them with guidelines on how to manage the legal and ethical challenges in their daily lives. This is why reading and understanding it is so important.

So, we thank you for your commitment to always act in compliance with the UNIVERSITY LINE Code of Ethics and Conduct, so as not to damage our good image..



Nelson Segnini Bossolan

**CONCESSIONÁRIA LINHA UNIVERSIDADE S.A.**

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## 1. MISSION, VALUES AND MAIN ETHICS

The UNIVERSITY LINE has as its MISSION to administer with quality and safety the management of Line 6- Orange of São Paulo Metro Railway, so that it meets the needs of the users and the expectations of the Shareholders and the Government.

To this end, we assume the commitment to develop our business and professional activities in accordance with the legislation in force observing a high ethical behavior.

The purpose of this Code of Ethics and Conduct of the UNIVERSITY LINE is to establish the fundamental ethical values and principles that should guide the behavior of all employees and third parties with whom the Concessionaire relates (hereinafter referred to as "People").

The Code of Ethics and Conduct, as the main instrument of the Compliance Program of the UNIVERSITY LINE, only reinforces the ethical model and in compliance with the laws that the Concessionaire has already established in its business conduct. This material intends to guide the relationships among employees, their actions with customers, shareholders, suppliers and other third parties, public agents, and with society in general.

In this sense, the UNIVERSITY LINE prizes VALUES based on which it expects everyone to conduct their professional activities:

- **Ethics and Transparency:** To practice coherent, transparent, respectful and honest actions in all relations established by the Concessionaire.
- **Sustainability:** To execute its activities in a balanced way, aiming for long-term economic growth, based on respect for the cultural, social, economic-financial, and environmental aspects involved.
- **Collaboration:** Stimulate synergy and cooperation between people and teams in building solutions.
- **Equity:** To value equal treatment and opportunities, regardless of race, color, gender, ideology, sexual orientation, nationality, religious belief, or political conviction, provided that such belief is based on democratic principles and implies tolerance towards people of opposing beliefs.

The employees of the UNIVERSITY LINE should also act not only in compliance with the applicable laws, but also in accordance with internal control rules and procedures that include good practices based on the principle of transparency.

No employee will knowingly act with third parties in violation of any law or participate in any action that compromises respect for the principle of legality.

Thus, based on the two principles mentioned above, the UNIVERSITY LINE has established some ethical principles of its own that must also be observed, namely:

**Concessionária Linha Universidade Policy**

- Protect diversity
- Prohibit any harassment and any discrimination
- Avoid conflict of interest
- Select suppliers with diligence
- Respect the commitments with the Government
- Ensure the safety of people and property
- Ensure confidentiality
- Contribute to a safe and healthy work environment
- Produce reliable and accurate reports
- Refuse any form of corruption
- Developing transparent business relationships
- Refrain from any unfair agreement or practice
- Protect the resources and the Concessionaire's assets
- Preserve the environment

Finally, it is worth saying that these guidelines are designed to help our employees and third parties make the right decisions, however, they cannot cover every aspect of ethical conduct, nor every situation or dilemma they may face in their daily lives.

Thus, whenever you are unsure of the appropriate action, we always recommend acting in the best interest of the UNIVERSITY LINE and directing your questions to the compliance area or the Ethics Channel.

**2. APPLICATION**

This Code of Ethics and Conduct applies to all employees (regardless of the position held or function performed, including interns, permanent and temporary employees, employees of the Shareholders acting on behalf of the Concessionaire ("Representatives"), members of the Board of Directors and Executive Board) of the UNIVERSITY LINE. This Code shall also be observed, as applicable, by third parties, direct or indirect service providers and other commercial and technical partners, to the extent that the UNIVERSITY LINE will require them to observe the VALUES, PRINCIPLES and procedures set forth herein when acting on its behalf. The Concessionaire understands that the application of the Code of Ethics and Conduct to third parties, in matters of ethics and compliance, aims to mitigate risks in this relationship.

With regard to companies eventually associated by means of joint ventures and/or consortia, we seek their awareness of our Code of Conduct and, whenever possible, the alignment to the principles contained therein.

This Code reflects the main ethical guidelines provided by the UNIVERSITY LINE's own Shareholders - ACCIONA and STOA -, who will also have access to it, as well as the Financial Institutions and Investors.

The senior management of the UNIVERSITY LINE will make available to the Compliance Manager and the Ethics Committee all the means and efforts within its reach so that the rules and procedures contained in this Code of Ethics and Conduct are complied with, ensuring free access to the information necessary for the exercise of their duties.

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### 3. ENVIRONMENT AND SUSTAINABILITY

We develop sustainability as a management principle and the preservation and respect for the environment are one of the basic pillars of the UNIVERSITY LINE's performance, which manifests itself in the fulfillment of the best environmental practices in all its activities, through the prevention and minimization of adverse environmental impacts and the conservation of natural resources.

The UNIVERSITY LINE assumes the principles expressed in the Quality and Environmental Policy of its shareholder ACCIONA. The environmental strategy of the UNIVERSITY LINE is structured around the commitment against climate change, the promotion of energy saving, the rationalization of water use and management, the responsible use of resources, the effective management of solid waste, the prevention of pollution, and the protection of the environment and biodiversity. All this in response to a requirement demanded by the shareholders and made a commitment by the management.

According to this strategy, the UNIVERSITY LINE and all the people must know and assume this policy and strive to minimize the environmental impact derived from their activities and by using the facilities, equipment, and means of work placed at their disposal. In addition, they must contribute to the execution of the Concessionaire's environmental objectives. The UNIVERSITY LINE will also provide the necessary training to foster best environmental practices and responsible production methods.

Our employees and business partners must always make rational and appropriate use of natural resources, making sure that their activities have the least possible influence on the environment. Thus, in its relations with suppliers, contractors, and employees, the UNIVERSITY LINE will transmit these principles and demand the fulfillment of the environmental procedures and requirements that are applicable in each case.

### 4. SAFETY AND OCCUPATIONAL HEALTH

The UNIVERSITY LINE encourages the adoption of occupational health and safety policies and adopts the preventive measures established in the legislation in force. The Concessionaire makes available to its employees and to the companies that collaborate with it, the guidance and resources necessary for them to develop their activities in a safe and healthy way.

The UNIVERSITY LINE also promotes the application of its norms and policies and health and safety at work by the collaborating companies and suppliers with which it operates.

All people of the UNIVERSITY LINE must know and comply with the rules of health protection and safety at work to ensure their own safety and that of other employees, customers, suppliers, and, in general, of all people who may be affected by the development of their activities.

### 5. RELATIONSHIP WITH EMPLOYEES, SHAREHOLDERS AND SOCIETY

Based on its principles and values, the UNIVERSITY LINE is committed to providing a healthy and safe work environment for its employees, assuming as basic guidelines of behavior, among others, the Universal Declaration of Human Rights, the Declaration of Fundamental Principles and Rights at Work and the Conventions of the International Labor Organization, the Guidelines for Multinational Enterprises of the OECD, and the United Nations Global Compact.

The UNIVERSITY LINE values keeping a pleasant and healthy work environment for the well-being and productivity of its collaborators and everyone should work in a responsible, transparent, and cooperative way.

To achieve this goal, respectful, cordial, and professional treatment must permeate all hierarchical levels, and it is everyone's duty to contribute to a dignified, safe work environment that is free from all forms of discrimination and harassment. Harassment encompasses a range of behaviors, from sexual advances and unwanted physical contact to insults or offensive jokes, which can create discomfort and a hostile work environment.

The UNIVERSITY LINE repudiates any discrimination or harassment to any employee, intern, young apprentice, supplier, user or any other person who has any relationship with the Concessionaire.

The UNIVERSITY LINE seeks to align social collaboration with its commercial activity, reinforcing the trust between the Concessionaire and the society where it operates, also because it is a concessionaire providing public services, in order to better serve the users of Line 6 - Orange. We believe in the need to contribute to the social development of the population in the places where we operate, and that is why we value respectful and cooperative relationships with the community. Thus, the UNIVERSITY LINE seeks to participate in local community actions, such as educational initiatives, recovery of social living areas, environmental actions, etc., besides adopting preventive actions in order to minimize the impact on the communities where we carry out our works.

We care about the impacts that our activities can generate to society. Therefore, our employees must always be attentive to the public interest, seeking, in their actions, a respectful behavior and an attitude of dialogue with society, especially with the surrounding communities, in order to achieve common goals, present corporate positions, and prevent possible situations of conflict and risk, always with respect for Human Rights.

In this sense, the UNIVERSITY LINE will only make donations to entities that are not involved in situations or activities that may compromise the Concessionaire's reputation, always counting on the proper internal authorizations, being formalized in writing and carried out in a transparent manner, so that it cannot be interpreted as a means to cover up improper payments or bribery.

The UNIVERSITY LINE provides complete, accurate and timely financial information to its Shareholders and maintains effective controls over financial reporting to ensure a complete and accurate record of its financial transactions.

## **6. RELATIONSHIP WITH GOVERNMENT**

Because it is a public service concessionaire, the UNIVERSITY LINE is constantly interacting with representatives of the government, besides being subjected to frequent inspections by the services provided.

The UNIVERSITY LINE stands for the legality of its acts and therefore will not tolerate any illegal conduct, bribery or corruption of any kind by its employees. The Anticorruption Law (Law 12,846/13), regulated by Decree No. 8,420/15, established in Brazil the administrative and civil liability of legal entities for the practice of acts against the public administration committed in its interest or benefit.

Beyond this potential responsibility, the UNIVERSITY LINE is committed to ensuring that such practices are not practiced by its employees or partners with whom it does business.

Thus, the UNIVERSITY LINE expects its employees and partners to act ethically, respectfully and professionally in their interactions and dialogues with public agents and expects everyone to comply with the provisions of this Code and the Anti-Corruption and Public Sector Relations Policy.

#### A. GOVERNMENT OFFICIAL AND PUBLIC "ADMINISTRATION CONCEPT"

A "Public Agent or Public Official" is any individual, public servant or not, who acts in an official capacity or exercises a public post, employment or function, even if temporarily or without remuneration, in a Government Authority; an individual, public servant or not, who exercises a post, employment or function in a parastatal entity, or in a service providing company contracted or convened for the execution of an activity typical of the Public Administration; or an individual who is a director or employee of a political party, or who acts for, or on behalf of, a political party or candidate for public office.

Thus, also considered Public Agents are those who exercise some activity representing the interests of any government, agency or public body, which also includes the Concessionaire.

The Brazilian Penal Code has an explanatory criminal type in art. 327 establishing the concept of public official for the purposes of the criminal law:

*"For criminal purposes, a public official is considered to be a person who, although temporarily or without remuneration, holds a public office, job, or function."*

*§ 1 - The person who holds a position, job, or function in a parastatal entity, and the person who works for a service providing company contracted or convened for the execution of an activity typical of the Public Administration, is equivalent to a public servant."*

In this way, even though the UNIVERSITY LINE is a private company, our employees, who have a labor contract, will be considered public agents, as far as criminal matters are concerned, because they exercise a typical activity of the Public Administration in the exercise of the granted service.

"Public Administration", on the other hand, can be understood as any body or entity that performs management and/or public service execution activities at the federal, state, or municipal levels. They are agencies, concessionaires or public foundations, mixed economy companies, and other entities controlled, directly or indirectly, by the government, State, Federal District, or Municipality.

#### B. CORRUPTION CONCEPT

According to the Anticorruption Law, No. 12,846/2013, regulated by Decree No. 8,420/15, which provides for acts harmful to the public administration, corruption can be understood as the action of promising, offering or giving, directly or indirectly, an undue advantage to a public official, or a third person related to him. Not only that, corruption is also foreseen as a crime in the Penal Code in two distinct forms: active corruption, which is the act of offering or promising an undue advantage to a

public official to induce him to perform, omit or delay an official act, and passive corruption, which is the act of requesting or receiving, for oneself or a third party, directly or indirectly, even if outside the function or before assuming it, but because of it, an undue advantage, or accepting the promise of such an advantage.

Thus, while the Anticorruption Law provides for the liability of legal entities, individuals who may be involved in such acts can also be held individually liable in the criminal sphere.

### **C. BRIBERY CONCEPT**

Bribery is the offering or receiving of goods of market value for the purpose of influencing a decision or receiving some business, contractual, regulatory or personal advantage that would not otherwise be obtained. It is important to point out that the mere "promise" of offering or receiving is already enough to constitute a bribery practice.

Bribery or other acts of corruption can take the form of offering money or any undue advantage, such as exchanging gifts, granting loans, or providing services to those being bribed.

The "undue advantage" must always be evaluated from the perspective of the one to whom it is offered, since a certain item may have no value to the one offering it, while for the one receiving it, this item may be extremely valuable and able to influence the decision making and his ability to act.

Thus, it is strictly prohibited to make payments or authorize any gift of value, as defined in a specific topic below, on behalf of the UNIVERSITY LINE, directly or indirectly, to any public official to obtain or retain business, secure an advantage, or influence a representative in the performance of his or her official duties.

The giving of gifts or other benefits to public officials or charities associated with public officials can be interpreted as "bribery" or some form of influencing a decision in favor of the Concessionaire. Thus, no improper offers are allowed in these relationships. By corruption are also meant acts of fraud, extortion, money laundering, participation in a cartel, misappropriation and embezzlement. The following are liable to corruption or bribery: (i) public agents or employees, domestic or foreign; and (ii) agents or employees of private concessionaires (for the purposes of this Code).

### **D. POSITIONING OF UNIVERSITY IN FIGHTING CORRUPTION**

The UNIVERSITY LINE is committed to conducting its business with integrity, avoiding any form of corruption and complying with applicable anti-corruption standards. As the concessionaire of a public service, the UNIVERSITY LINE acts so that everyone in the Concessionaire knows and complies with this Code and its accessory policies, aiming to ensure that everyone observes the highest standards of ethics and integrity in the conduct of its business and activities.

Therefore, it is strictly forbidden for all people of the UNIVERSITY LINE:

- Promising, offering or giving, directly or indirectly, an undue advantage to a public agent, national or foreign, or to a person related to him;
- To practice fraud or harmful acts in the relations with the public sector;
- Offer Undue advantages;



- To practice any action or omission that may characterize embarrassment to the action of the inspection authorities;
- Make contributions for political purposes on behalf of the Concessionaire;
- Obtain favoritism through sponsorships or donations;
- Use business relationships and contacts for your own benefit or for the benefit of others;

In addition, only employees or representatives authorized by the Concessionaire may negotiate contracts, both in the public and private sphere.

The UNIVERSITY LINE periodically reviews its accounting and internal control information, through its internal and external audits, to ensure that any improper payments or payments contrary to the provisions of this Code are not hidden.

If a public agent requests any kind of improper advantage, in kind, benefit, object or favor, in order to perform a task that he/she should perform by force of law or that is not consistent with his/her regular duties, the UNIVERSITY LINE employee must refuse to do so and immediately report the fact to the Compliance Manager of the Concessionaire.

Any person who has knowledge of conduct or mere suspicion of misconduct or cases of non-compliance with these standards, should report, confidentially via the Ethics Channel, so that such report can be analyzed and investigated, always ensuring confidentiality and non-retaliation. The employee may also report directly to the Compliance Manager, if he or she so prefers, and is equally guaranteed confidentiality and non-retaliation.

## **7. RELATIONSHIP WITH SUPPLIERS AND SERVICE PROVIDERS**

The UNIVERSITY LINE considers that its suppliers, consultants, business partners and other service providers are indispensable for the achievement of its objectives and the improvement of the quality of its services, therefore, the Concessionaire seeks to establish relationships based on trust, transparency and respect for free competition.

On the other hand, we require that our suppliers and service providers share our values and comply with all the rules of this Code of Ethics and Conduct.

When analyzing the convenience of relating to any third party, the UNIVERSITY LINE evaluates questions of ethics and corporate integrity, in order to avoid that the operations that are carried out with the Concessionaire may be used for money laundering or other illicit practices. In this sense, when establishing business relationships with suppliers and service providers, all persons of the UNIVERSITY LINE must comply with minimum duties of diligence, provided for in the Internal Policy for Contracting Third Parties, paying special attention to those cases where there may be indications of lack of integrity of the persons or companies with which the Concessionaire intends to establish a business relationship.

As an additional measure of efforts in this direction, the UNIVERSITY LINE includes anti-corruption clauses in its contracts, related to the observance of this Code, with the objective of transmitting its positioning in relation to the theme of fighting corruption and business ethics, aiming to prevent irregular and illicit conducts by its third parties.



In short, all persons of the UNIVERSITY LINE who participate in third-party selection processes have the obligation to act with impartiality and objectivity, applying the criteria established in the Policy mentioned above, observing the criteria of quality, cost, and integrity, avoiding conflicts of interest, and always complying with the procedures, principles, and values of the UNIVERSITY LINE.

It is worth remembering that any employee who is aware of the hiring of a supplier or service provider that has any kind of relationship or degree of kinship, including spouses and relatives of these, must immediately communicate this fact to the compliance area so that it can assess whether there is a need for any action, if a situation of conflict of interest is identified.

It should be noted that any payment to suppliers or service providers should always follow the terms and procedures established in the respective contractual instrument and the internal policy of the UNIVERSITY LINE.

## **8. GIFTS, PRESENTS AND HOSPITALITY**

Gifts, presents, and entertainment are common courtesies in the corporate market, and providing them is an acceptable practice as a way of strengthening business relationships. The UNIVERSITY LINE admits, in general, that its employees give or receive gifts and entertainment, as long as they are appropriate.

However, all UNIVERSITY LINE people must act with caution when accepting or offering gifts, presents or entertainment during the business relationship with suppliers and, especially, with public agents, so that the act does not constitute or appear to be an illicit act.

The offering of gifts, gratuities, and hospitalities must be in compliance with the Code, local laws, and the recipient's own policies. In addition, offers and receipts must relate to a legitimate business interest and must be made in a transparent manner.

It will be considered a violation of the UNIVERSITY LINE's Code of Ethics and Conduct to give, offer, promise or receive gifts, presents and entertainment, regardless of value, when the act may illegally influence any business decision that affects the Concessionaire or may result in an improper advantage.

To assist UNIVERSITY LINE employees in evaluating the regularity of an offer or receipt of a giveaway, gift, or entertainment, the following questions must be answered:

- Could the receipt or offer violate the law, the Code, or UNIVERSITY LINE's internal policies?
- From the perspective of the recipient, would the advantage received be able to influence the ability to make decisions?
- Can there be any expectation that something will be granted in return for receiving the advantage?
- Would people feel uncomfortable telling about the act to their colleagues, superiors, the press, or third parties who received or offered the advantage?

If the answer is "no" to all the questions, it is likely that the benefit is not an undue advantage. In case of questions, consult the UNIVERSITY LINE Compliance Management.

The receiving of gifts, presents or entertainment by employees of the UNIVERSITY LINE depends on the authorization of the Compliance Manager when the value is higher than BRL 200.00 (two hundred reais). If the item has been offered by a public official, it must be reported immediately to the Compliance Manager, regardless of the value.

Every meal, gift, gratuity, courtesy, gift, travel, and entertainment offered to a third party must be accounted for under the applicable policy. In the case of public agents, gifts and gratuities must respect the rules and limits set forth in norms issued by the public power and, in any case, be approved by the Compliance Manager of the UNIVERSITY LINE.

Those who fail to comply with any of the determinations foreseen above will be subject to the sanctions foreseen in the Code of Ethics and Conduct of the UNIVERSITY LINE, such as warning, suspension and, in the most serious cases, dismissal for just cause of the employee, removal from the position of Director and contractual termination of the third party.

## **9. BOOKS AND ACCOUNTING RECORDS**

The books and records of the UNIVERSITY LINE must reflect, in reasonable detail, all transactions accurately and chronologically in order to, but not limited to, enable accurate financial statements to be prepared in accordance with accepted accounting principles and applicable law. Employees responsible for preparing financial statements must record the Concessionaire's assets and liabilities in a way that ensures their accuracy.

Data related to safety, quality, financial records, and other information about the activities of the UNIVERSITY LINE are extremely relevant in decision making by management and shareholders. They are equally important for the supervision of the granting authority. This is why its accuracy is so important.

All operations carried out by the UNIVERSITY LINE are recorded and evidenced according to the applicable legal and accounting rules. Therefore, it is prohibited for employees, officers or members of the Board

of Directors alter any accounting record, make unrealistic or fraudulent entries, or that proofs of operations are tampered with. All employees and managers involved in the preparation of financial and accounting records and reports should be fully aware that the accuracy of the records is of fundamental importance to demonstrate the quality and transparency of the activities performed by the UNIVERSITY LINE before the market and shareholders in general.

Notwithstanding the duties of these professionals, these guidelines apply to all employees of the Concessionaire, not just those who work in accounting or who pass on information that has an effect on accounting. False or misleading records and accounts or inadequately described facts may constitute fraud. Employees who engage in this type of illegal behavior are subject to sanctions under applicable law.

All original documents such as receipts, invoices, and expense reports must be archived for audit purposes in accordance with the deadline and other requirements stipulated by law.

**10. PREVENTION OF MONEY LAUNDERING AND TERRORISM FINANCING**

Money laundering is the process of transforming illegal actions so that the resources appear legitimate and therefore enter the stream of commerce. It is not limited to cash transactions, but can include monetary instruments and other income from illicit activities.

Terrorist financing includes the financing of terrorists, terrorist acts, and terrorist organizations. Terrorist financing can involve resources from both illegitimate and legitimate sources.

Everyone in the UNIVERSITY LINE must comply with applicable laws and pay special attention to cases where there are indications of lack of integrity of the persons, or entities, with whom business relationships are maintained, among others, unusual payments, paying attention to the nature of the transaction. This act also includes payments:

- For or by third parties not provided for in the contract;
- For persons or entities resident in tax havens;
- For bank accounts in offices located in tax havens;
- For entities for which it is not possible to identify the partners or the beneficiaries;
- Extras not foreseen in the contracts.

Except in exceptional cases, with express authorization and traceable documented proof, the UNIVERSITY LINE does not allow payments with cash.

Employees must report any suspicions in this regard to their superiors or to the Compliance Manager.

**11. CONFLICT OF INTEREST**

A conflict of interest is considered to exist when, for their own benefit, an employee or even a third party may be influenced to act against the principles of the UNIVERSITY LINE, making an inappropriate decision or failing to fulfill one of their professional responsibilities. These are situations in which the judgment and/or attitudes are linked to favoring other interests and, therefore, in conflict with the Mission, Values and Principles of the UNIVERSITY LINE, or even in conflict with the internal policies of the Concessionaire that deal with this issue. Thus, there will be conflict of interests when the employee's personal interest, real or apparent, is in conflict with the interests of the UNIVERSITY LINE.

UNIVERSITY LINE employees should not participate in decision-making processes in which there may be a conflict of interest between the person and the Concessionaire. In situations in which conflicts of interest are identified, the employee must immediately communicate the occurrence of personal interest to the immediate manager or even using the Ethics Channel, not participating in meetings, discussions or decisions about the issues involved. Therefore, it is important to avoid behavior that could cause, favor, or suggest a conflict of interest.

Furthermore, the UNIVERSITY LINE expects its employees and third parties to inform if they have close relatives (meaning: spouse, father, mother, children, siblings, and other relatives up to the third degree) working in companies or public agencies with which the UNIVERSITY LINE has a relationship. In case the employee or third party has any doubts about a specific situation or suspects any case of conflict of interest, he/she must inform the Concessionaire through the Compliance Manager.

The UNIVERSITY LINE respects the participation of its employees and third parties in other financial or business activities, as long as they are legal and do not compete unfairly or conflict with their responsibilities on behalf of the UNIVERSITY LINE. Therefore, all employees and third parties must perform the tasks for which they have been hired efficiently, to the best of their knowledge and ability. Any additional work that might jeopardize this obligation to the UNIVERSITY LINE will not be tolerated, and may even result in dismissal of the employee or termination of the contract with the third party.

Employees must receive approval from the Ethics Committee before accepting another business activity.

## **12. CONTRIBUTIONS FOR POLITICAL PARTIES, DONATIONS AND SPONSORS**

The UNIVERSITY LINE does not finance or promote political parties or organizations, or their representatives or candidates, or other activities that have political propaganda as their purpose.

Employees are free, as citizens, to exercise their right to contribute to political parties or organizations, but this does not assure them any permission for the name of the Concessionaire to be linked to them, and it is not allowed to use the assets or resources (information systems, internal or external meetings, among others) of the UNIVERSITY LINE for such purposes. It is forbidden, in the workplace, to wear objects alluding to political parties, such as T-shirts, caps, and buttons.

The Concessionaire does not sponsor or make donations, except to charitable, ethical and legal causes, as long as they are duly approved by the Board of Directors of the UNIVERSITY LINE and according to the rules and limits of the applicable policy.

## **13. PROTECTION OF ASSETS AND UNIVERSITY LINE DATA**

The UNIVERSITY LINE makes available to its collaborators the necessary resources for the performance of their professional activity. The Concessionaire's assets must be used only for business purposes, not for personal use. Everyone has a responsibility to protect and safeguard these assets from loss, theft, misuse, and waste.

UNIVERSITY LINE people must use the resources made available by it responsibly, appropriately, and with the respective authorizations in the context of their professional activity. Assets should never be used for personal gain, and employees must protect them from being used for illegal activities.

Unauthorized removal of assets or resources from UNIVERSITY LINE facilities may be considered theft or misappropriation and result in dismissal for cause. In addition, carelessness or waste of the assets may constitute a violation of your duty to the UNIVERSITY LINE, and may result in the adoption of the appropriate legal and/or disciplinary measures.

Our employees have access to confidential and sensitive information about the UNIVERSITY LINE, other companies, our service providers, suppliers, administrators, and even about other employees. Preserving the integrity of this information is vital to our business and reputation and is one of our obligations under data protection laws.

UNIVERSITY LINE people must maintain the strictest confidentiality about any information to which they have access as a result of their professional activity, and must refrain from improperly using it for

their own benefit or for the benefit of others, even after the end of their employment or contractual relationship with the Concessionaire.

#### **14. PROPRIETARY INFORMATION AND SECURITIES MARKET**

Among the shareholders of the UNIVERSITY LINE, ACCIONA, as the principal shareholder of the UNIVERSITY LINE, has a publicly traded registration, it is imperative that our employees comply with applicable securities trading legislation, including what concerns disclosure of information to the public, trading in government securities and securities and compliance with applicable laws.

The people subject to this Code will not carry out transactions with securities and financial products that are based on privileged information to which they have had access due to their professional activity. This information may also not be communicated to third parties or recommended to buy or sell shares or any other financial instrument based on it. You should only pass this information to authorized people who need to know it because of their role or responsibilities.

Inside information is any information that by being publicly known, results, or is likely to result, in a significant change in the market value or price of its shares; or has a material impact on the shareholder's or investor's decision to sell, buy, or hold that security.

Employees must abstain from launching rumors or false information that could alter the quotations of ACCIONA or other companies, and carry out speculative operations with securities and financial products for the same purpose.

#### **15. SOCIAL MEDIA AND COMMUNICATIONS**

The UNIVERSITY LINE may make use of social media to expand and improve the quality of its communication, giving it greater reach and speed.

It is important to note, however, that only duly authorized collaborators may register opinions or respond to comments posted on social media on behalf of the UNIVERSITY LINE.

The employees are not authorized to manifest themselves, give interviews to newspapers and/or magazines, on behalf of or to answer comments made to the UNIVERSITY LINE or any of its professionals, since we have our own channels and official spokespersons indicated to deal with these situations.

It is the same with official communications. The UNIVERSITY LINE, as a legal entity, has appointed legal representatives who have the legitimacy to speak and/or represent its interests before third parties, regulatory agencies, media, and before society in general. Being an employee or partner of the UNIVERSITY LINE does not confer any representation rights to speak or act on behalf of the Concessionaire.

Thus, it is forbidden to manifest on behalf of the UNIVERSITY LINE, by any means of communication, including social networks, when not qualified or not expressly authorized to do so or, even if not directly on its behalf, to manifest in a way that may have its opinion or image associated in a negative way or diverging from the UNIVERSITY LINE's policies.

Finally, it is expressly forbidden to any employee of the Concessionaire or any third party to post images of the construction sites and equipment used, highlighting that the UNIVERSITY LINE will disclose through its social media the development of the works in order to inform the general public.

## **16. ETHICS AND UNIVERSITY LINE COMPLIANCE**

The Ethics and Compliance System of the UNIVERSITY LINE is considered to be all the mechanisms for detection, prevention, and mitigation of risks related to these matters.

The UNIVERSITY LINE promotes compliance with internal and external regulations aiming to prevent, detect, and stop irregular conducts. In this context, the Concessionaire acts through several ways, such as:

- Risk analysis and management;
- Definition of responsibilities and expected behaviors;
- Allocation of resources and training for employees and directors;
- Implementation and maintenance of internal processes and controls;
- Supervision of possible misconduct.

In the structure of the UNIVERSITY LINE, the Compliance Manager is responsible for (i) promoting the dissemination and improvements to the Compliance Program, developing new policies and updates, when necessary; (ii) training the people of the UNIVERSITY LINE; (iii) participating in the Ethics Committee meetings, ensuring that the decisions made by its members are applied; (iv) presenting, every four months, performance reports to the Ethics Committee; (v) acting as the main interlocutor regarding day-to-day issues involving the Compliance Program. The Compliance Manager reports administratively to the CEO, but functionally to the Board of Directors.

Meanwhile, the Ethics Committee, formed by the Compliance Manager and other leaders of the UNIVERSITY LINE acts on strategic issues and themes, such as: (i) evaluation of donations, sponsorships and third-party contracting with a higher level of risk, (ii) evaluation of sanctions and remedial measures applied to the most sensitive cases eventually investigated, (iii) continuous monitoring of the application of internal policies, including such analyses in the internal audit continuous review plan; (iv) periodic review of the anti-corruption risks of the business, by updating the risk matrix; and (v) ensuring that the Board of Directors of the UNIVERSITY LINE is aware of integrity issues that may significantly impact the Concessionaire's business and image.

Finally, the Board of Directors is responsible for ensuring legitimacy and independence to the Concessionaire's Compliance Program, constantly reinforcing the support of the highest leadership to the principles and values of the UNIVERSITY LINE and ensuring the ethical environment of the Concessionaire. To this end, it is up to the Board of Directors to ensure that the Compliance Management and the Ethics Committee have sufficient resources, autonomy and independence.

## **17. ETHICS CHANNEL**

The enforcement of this Code and the resolution of issues related to it will be carried out by the Ethics Committee and the compliance area of the UNIVERSITY LINE, and any attempt to prevent employees from voicing their concerns will be treated as a serious disciplinary infraction.

### Concessionária Linha Universidade Policy

The Ethics Channel is a direct communication channel, available to employees and third parties, open to questions, doubts, communications, or reports of various kinds - moral and/or sexual harassment, inadequate management, bribery, discrimination, fraud, embezzlement, and other conduct considered improper - that may compromise the reputation of the UNIVERSITY LINE or its employees.

All the information shared in the service is confidential and the situations reported are investigated in total secrecy, preserving the identity of the whistleblower.

Reports can be made through the following communication channels:

- **E-mail:** [compliance@linhauni.com.br](mailto:compliance@linhauni.com.br) – The report will be received by the Compliance Manager of the Concessionaire. As with all reports, the report received through this channel will be treated with complete confidentiality and non-retaliation, however, with no guarantee of anonymity.
- **Confidential Channel:** <https://linhauni.clickcompliance.com/> - The report will be received by a Third Party Company and redirected, with absolute confidentiality, to the Concessionaire's Ethics Committee. When reporting through this channel, the reporter may choose to remain anonymous or identify himself/herself.

Our employees must act proactively by asking questions, seeking guidance, and reporting any violation or suspected violation with respect to this Code, the UNIVERSITY LINE's internal regulations, or any applicable law or regulation. Reporting the facts internally is fundamental to the operation of the Compliance Program, as well as being the expected and valued conduct.

Thus, if an employee of the UNIVERSITY LINE has suspicion or knowledge of any situation that does not seem right, such as a violation of a law or of the content of this Code, he/she has the duty to immediately communicate it to the Compliance Manager so that the appropriate measures can be taken.

All reports made in good faith protect the whistleblower against retaliation, even if it is a report involving direct superiors.

Remember: when in doubt about how to act, always seek guidance from the compliance area or the Ethics Committee.

Whenever you make a report, try to include as much information and detail as possible, and if possible, attach some evidence of what is being reported. Allegations that are vague, non-specific, or lack sufficient information for analysis are more difficult to verify, and may even make it impossible to continue the investigation.

## 18. TRAININGS

The compliance area will promote the development and implementation of periodic training sessions for UNIVERSITY LINE employees on the application of the provisions of this Code, which will be applied according to the employee's exposure to risk.



## **19. LEGAL AND DISCIPLINARY MEASURES**

The employee or third party that violates the provisions of this Code or other compliance policies of the UNIVERSITY LINE may incur in disciplinary proceedings, resulting in sanctions according to the severity of the act committed.

It is worth mentioning that the UNIVERSITY LINE does not admit practices such as corruption, money laundering and other illegal or unethical practices, which are not in line with its principles and values or that violate any provisions of this Code or its internal policies.

Failure to observe or comply with these terms gives rise to the following accountability measures, which will be applied according to the severity and recurrence of the act:

- Oral warning;
- Written warning;
- Suspension;
- dismissal based on just cause;
- Suspension of the contract between the UNIVERSITY LINE and the third party; and
- Termination of the contract between the UNIVERSITY LINE and the third party.

The application of any of the disciplinary measures described above will be defined by the Ethics Commission, according to the seriousness of the infraction and consistently and proportionally to the breach, regardless of the employee's position/seniority.

The above measures do not prevent the application of other penalties to the employee or third party in the civil, administrative or criminal sphere, by initiative of the UNIVERSITY LINE itself or by the competent judicial authorities.