

ANTI-BRIBERY AND  
ANTI-CORRUPTION POLICY

# PREFACE



This Anti-Bribery and Anti-Corruption Policy (the “Policy”) applies to all the Company’s employees and representatives, as well as to all Third Parties, business partners and suppliers in general . All such individuals and/or companies must adopt this Policy in its entirety if not prohibited by contract, statute or business conditions, in which case these companies should align their existing policies with this Policy, to the extent applicable.

Prohibitions in adopting this Policy in whole or in part should be reported to the Company’s Compliance Officer promptly upon discovery.

The Company may supplement the contents of this Policy with additional material as long as the additions do not override or conflict with this Policy.

For the purpose of this Policy, the term “**Company**” means **Eólicas Babilônia**.

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# 1 PURPOSE



## 1.1 INTRODUCTION

The Company is committed to conducting business in accordance with the highest ethical standards. This Policy aims to set out the standards of conduct and professionalism that apply to all individuals employed (whether full or part time) by the Company, including officers and directors (collectively, “**Employees**”) in relation to all applicable anti-bribery and anti-corruption laws and regulations, specially, but not limited to, the Brazilian Penal Code, the Brazilian Anti-Corruption Law (Law n. 12,846/13), the Anti-Money Laundering Law (Law n. 9,613/98), among other Brazilian laws and regulations.

Also, the Company is committed to comply with international Conventions against Bribery and Corruption, such as the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (OECD Convention), the United Nations Convention against Corruption (UNCAC), the United Nations Global Pact and the Inter-American Convention Against Corruption.

This Policy prohibits **Employees** and **Third Parties** from engaging in **any corruption activity**, as well as from, directly or indirectly, offering, paying, giving, promising to pay or give, requesting, accepting or authorizing a payment or gift of **anything of value** to any representative or agent of a private or public body (including **Government Officials**) in order to influence or reward such a person in violation of laws and regulations, including, without limitation, to perform, refrain from performing or default on the performance of, any action within the authorities or powers of such a person.

- **Third Party means:** an external organization or individual who performs, or will perform, services for, or on behalf of, the Company, or with whom the Company has, or will have, a partnership. This includes agents, representatives, consultants, distributors, service providers, joint venture partners and any person engaged or instructed by the Company to deal with any Government Official or to obtain government approvals. It generally does not include suppliers (unless they are performing services on behalf of the Company, rather than just supplying goods or services).

- **Government Official means:** (i) any official, employee or representative of, or any other person acting in an official capacity for or on behalf of, any (A) government, including any national, regional or local government (including, but not limited to, someone who holds a legislative, administrative or judicial position of any kind, whether appointed or elected), (B) political party, party official or political candidate, or (C) public international organization; or (ii) any person who exercises a public function for or on behalf of a country or for any public agency or enterprise of (or under the control or supervision of) that country.

A person does not cease to be a Government Official by purporting to act in a private capacity.

- **Anything of value means:** any item which has monetary value, including, but not limited to: (I) cash or equivalent (as gift certificates); (ii) benefits and favors; (iii) gifts and services; (iv) donations; (v) business and job opportunities; (vi) political contributions; (vii) hospitality, entertainment, meals, travel expenses, etc.

This Policy should be read in conjunction with the Company's Code of Conduct.

Each Employee is expected to become familiar with and comply with this Policy, to participate in applicable training sessions and to certify annually that they have complied with this Policy (See [Attachment A](#)). Failure to follow this Policy may result in disciplinary action, including dismissal. Potentially severe penalties and other consequences may apply to the Company and individual Employees if anti-bribery laws or anti-corruption laws are violated, including prison (custodial) sentences.

Third Parties who interact with Government Officials on behalf of the Company must certify periodically that they have complied with this Policy (See [Attachment B](#)).

Any questions with respect to this Policy should be referred immediately to the **Company's Compliance Officer** or to the **Environmental, Social and Governance Committee (ESG Committee)**.

Employees must never offer, promise, pay, give or authorize (directly or indirectly) any payment or gift of anything of value directly or indirectly to a Government Official or a representative of a political party in order to influence that person for any reason, to perform, refrain from performing or default on the performance of, any action within the authorities or powers of a Government Official, including, without limitation, to obtain or retain business, gain a business advantage or avoid a disadvantage, or as an inducement or reward for violating a duty of good faith, failing to act impartially or breaching a duty of trust.

Requests by Government Officials for payments or gifts that would violate this Policy arise in varied settings and can be much more subtle than a direct request for a kickback or a bribe. **The Company's employees, agents, consultants, representatives or other business partners should never offer, pay, promise, authorize money or anything of value, directly or indirectly to obtain or maintain any benefit for the Company, including but not limited to:**

## 2 PAYMENT PRACTICES

### 2.1 PROHIBITION OF IMPROPER PAYMENTS



Employees and Third Parties must never offer, promise, pay, give, request, agree to receive, accept or authorize any payment or gift of anything of value that is **intended to induce any person (from public or private sector) to take action in violation of law or duty**, or in violation of this Policy.

- 1) to influence the award of a contract;
- 2) to secure a more favorable price in contract negotiations;
- 3) to prevent some governmental action, such as the imposition of a large tax or fine;
- 4) to obtain a license or other authorization from a government where the issuance involves the official's or his government's discretion;
- 5) to obtain confidential information about business opportunities, bids or the activities of competitors;
- 6) to obtain a permit or license to sell, market or distribute natural gas, electricity, or fuels;
- 7) to influence the rate of taxes to be levied;
- 8) to obtain relief from government controls;

- 9) to resolve governmental disputes, e.g., resolution of tax deficiencies or a dispute over duties payable;
- 10) to affect the nature of regulations or the application of regulatory provisions;
- 11) to influence the outcome of any judicial, regulatory or administrative decision; or
- 12) to otherwise obtain or retain business, influence government action or decision, or secure any other improper advantage.

Additionally, the Company's Employees, agents, consultants, representatives or other business partners may not make or authorize payments or fees to Third Parties if they know or even suspect that the Third Parties are acting as intermediaries for a Government Official.

## 2.2 FACILITATING PAYMENTS

### **Employees must not make Facilitating Payments.**

Facilitating Payments are payments made to a Government Official to secure the performance of a non-discretionary, routine governmental action that the Government Official is required to perform. In other words, Facilitating Payments are made to encourage a Government Official to do something he or she is already supposed to do. Examples include:

- 1) payments to local officials to expedite routine license issuances or renewals;
- 2) payments to local officials to expedite routine permits, including construction permits;
- 3) payments to local officials to expedite visas and work orders;
- 4) payments to local officials to expedite the provision of telephone service, power and water supply and other public utilities.

Facilitating Payments do not include legitimate documented fees, expenses or duties paid to government entities.

If a Government Official requests a Facilitating Payment, you must politely refuse and explain that you do not have the authority to make such a payment. The request for payment must be immediately reported to the Company's Compliance Officer or to the ESG Committee.

## 2.3 ENTERTAINMENT, GIFTS AND TRAVEL

### 2.3.1 GENERAL

Occasional gifts and hospitality are an accepted and acceptable means of assisting in establishing and developing business relationships and enhancing the Company's professional image in the business community in which it operates.

However, **Employees should never offer, promise, give, request, agree to receive, accept or authorize gifts and hospitality (directly or indirectly) that could influence business decisions, induce the recipient to perform their functions improperly or influence Government Officials with respect to granting business or approvals.**

Gifts and hospitality must always be kept to reasonable and proportionate levels in terms of both value and frequency.

**You must always get the prior written approval** of the Company's Compliance Officer or the Company's CEO before incurring any entertainment expenses (including meals) or offering any gifts for a Government Official.



The Company's Compliance Officer and/or the CEO, in considering whether a gift or hospitality is appropriate, should take account of the following factors:

- 1) The value of the gift or hospitality:
  - a) must not be lavish or demonstrably out of the ordinary – you should take into account not just the monetary cost but the value of the gift or hospitality to the recipient;
  - b) must not be inconsistent with lawful and accepted business practice in the country or region concerned (but note that the fact that it is in line with local accepted business practice does not of itself make it permissible); and
  - c) must be proportionate to the seniority of the individuals involved.
- 2) The gift or hospitality must not be intended to influence the recipient's objectivity in order to retain or obtain business; *i.e.* there should be no expectation of something in return. In the case of hospitality, there should be substantial business-related discussions during or surrounding the event.
- 3) The timing of the gift or hospitality should not coincide with periods when suppliers or clients are involved in tenders or contract negotiations with the Company.
- 4) Gifts or hospitality should not be offered, promised, made, requested to or accepted from the same organization or individual on a regular basis (which could give rise to an actual or perceived cumulative effect of inducing the recipient to act improperly).
- 5) The gift must not be in cash or cash equivalents, such as checks, gold coins and gift cards.
- 6) The gift or hospitality should be given in a transparent and open manner.

**Employees should observe the same factors when deciding whether the gift or hospitality for a non-Government Official is appropriate.**

Where it is necessary to decline a gift or offer of hospitality, do so carefully and sensitively to avoid causing offence to the individual or organization offering the gift or hospitality.

In addition to the foregoing, you must also comply with the requirements of the Company's Code of Conduct with respect to giving and receiving gifts.

### 2.3.2 ENTERTAINMENT - GOVERNMENT OFFICIALS

You must **get the prior written approval** of the Company's Compliance Officer or the Company's CEO before incurring any entertainment expenses (including meals) for a Government Official. The approval will only occur if **all** of the following conditions are met:

- 1) the entertainment or meals are permissible under applicable laws and, for officers and employees of a public international organization, the rules of that organization;
- 2) the entertainment or meals occur in connection with substantive business meetings and are attended by appropriate company representatives;
- 3) the entertainment or meal expenses are legitimate and commensurate with generally accepted local customs for private businesspersons; and
- 4) the expenses are accurately recorded and approved in accordance with the Company's accounting policies.

**The entertainment or meals should never be given to Government Officials when any contract or decision is pending their approval or judgment.**

If you have any doubts about the need for prior approval, contact the Company's Compliance Officer. **Do never incur any expenses unless you are certain about its regularity.**

You always must report all entertainment involving a Governmental Official that is given or received to the Company's Compliance Officer who shall prepare a Compliance Activity Report with respect to such entertainment.

### 2.3.3 ENTERTAINMENT - NON-GOVERNMENT OFFICIALS

You must comply with the requirements in the Company's Code of Conduct relating to entertainment expenses with respect to any Third Party who is not a Government Official.

### 2.3.4 GIFTS - GOVERNMENT OFFICIALS

You must get the prior written approval of the Company's Compliance Officer or the Company's CEO before giving any gifts to a Government Official except under the following circumstances:

- 1) the gift or item is of nominal value bearing the Company's logo or otherwise generally distributed by the Company to its customers and vendors as a token of goodwill;
- 2) in any case, the gift is permissible under applicable laws and, for officers and employees of a public international organization, the rules of that organization; and
- 3) the expenses involved in such gift are accurately recorded and approved in accordance with the Company's accounting policies.

**The gift should never be given to Government Officials when any contract or decision is pending their approval or judgment.**

Regardless of whether or not prior approval is required, you must report all gifts given to a Governmental Official to the Company's Compliance Officer who shall prepare a Compliance Activity Report with respect to such gift.

**Never give a gift of cash.**

If a Government Official gives you a gift with a nominal value, prior approval of the Company's Compliance Officer or the Company's CEO is not needed but you must report any such gift to the Company's Compliance Officer who shall prepare a Compliance Activity Report with respect to such gift.

If a Government Official gives you a gift of higher value, you must get the written approval of the Company's Compliance Officer or the Company's CEO to keep the gift. If the gift is not approved you must surrender the gift to the Company's Compliance Officer. If the gift is approved, the Compliance Officer shall prepare a Compliance Activity Report with respect to such gift.

### 2.3.5 GIFTS - NON-GOVERNMENT OFFICIALS

You must comply with the requirements in the Company's Code of Conduct relating to entertainment expenses with respect to any Third Party who is not a Government Official.

### 2.3.4 TRAVEL



At times, the Company is requested to pay the travel and lodging expenses of Government Officials in connection with trips to meet with Company's representatives or to visit the Company's facilities. You must obtain the prior written consent of the Company's Compliance Officer or the Company's CEO before agreeing to reimburse expenses or payments of travel and lodging expenses on behalf of Government Officials. Reimbursement is generally acceptable where expenses relate to reasonable and *bona fide* travel, accommodation and meal expenses in connection with, or the demonstration of the Company's facilities or services, or performance of a contract with the relevant government or state-owned entity. **Advance *per diem* compensation is not permitted. Always reimburse the governmental entity directly for the expenses. The reimbursement directly for the individual Government Official is prohibited.**





## 2.5 DONATIONS TO CHARITIES

No payments of expenses or reimbursements are to be made:

- 1) by cash payment directly to a Government Official;
- 2) for expenses relating to family members or other persons accompanying a Government Official;
- 3) for expenses relating to destinations that are not directly related to the Company's facilities, products, or services; or
- 4) for expenses that are excessive in the reasonable judgment of the Company's Compliance Officer.

All travel expenses must be accurately recorded in the Company's accounting records.



## 2.4 POLITICAL CONTRIBUTIONS

This Policy prohibits any political contribution to any Brazilian political party or political candidates **on behalf of the Company**. Since 2015, the 9,505/97 does not allow legal entities to make political contributions on election campaigns.

However, this Policy does not intend to prohibit the Company's Employees to engage in the political process, nor aims to inhibit them to make personal political contributions, in accordance to their preferences and beliefs. Nonetheless, in such cases, the Company's Employees must not declare or anyhow relate their personal contributions to the interests of the Company.

Please, contact the Company's Compliance Officer to clarify any remaining doubts regarding political contributions.

Charitable donations must never be a condition for or to influence any action or decision or to secure any other improper advantage (relating to a Governmental Official or otherwise). Before donating to a charitable entity, you must observe the following required procedures:

- 1) **Written Authorization from the Company's Compliance Officer:** The compliance officer responsible for your operation must authorize the contribution in writing. To obtain a written authorization, provide the compliance officer with a completed Due Diligence Questionnaire for Charitable Donations in the form of Attachment C. The compliance officer will authorize the contribution only after verifying that the contribution complies with local law.
- 2) **Background check on charitable organization:** The relevant charity must, in fact, be a *bona fide* organization, not controlled by or for the benefit of a Government Official, and the contribution must not be as a condition for, or to influence any governmental action or decision or to secure any other improper advantage. Adequate diligence must be conducted to confirm that the charity is a bona fide organization. This requirement can be satisfied by completing the Due Diligence Questionnaire for Charitable Donations in the form of Attachment C.
- 3) **Record Retention:** All documents relating to the donation, including documents described in (1) and (2) should be sent to the Company's Accounting group and to the Company's Compliance Officer.
- 4) **Accounting:** All charitable donations should be accurately recorded in the Company's accounting records.

The Company's Compliance Officer must prepare a Compliance Activity Report with appropriate supporting information and sufficient detail.



## 3 ENGAGING AGENTS, CONSULTANTS, AND OTHER REPRESENTATIVES

### 3.1 INTRODUCTION

This Policy prohibits a Third Party, acting on behalf of the Company, from offering anything of value to a Government Official to influence an action or decision of the Government Official. Agreements with Third Parties who may interact with Government Officials on behalf of the Company must be in writing and state the services to be performed, the fee basis, amounts to be paid, and other material terms and conditions. Such agreements must also be reviewed and approved by the Company's Compliance Officer. Payments must bear a reasonable relationship to the value of the services rendered and must be completely documented and recorded. Payments should be made by check or wire transfer in a lawful currency to the person directly or to the person's bank account in the country where the services are performed.

### 3.2 DUE DILIGENCE REPORT



The commercial person responsible for engaging a Third Party who may interact with Government Officials on behalf of the Company should perform a background check, as described in the Third Parties Relationship Policy ("basic checks"). The findings of the research should be sent to the Company's Compliance Officer, who shall proceed to the Complementary Checks, according to the "Due Diligence Questionnaire for Third Parties", attached to the Third Parties Relationship Policy.

### 3.3 "RED FLAGS" OR OTHER WARNINGS

Suspicious actions, payments or demands of a Third Party at any time during the due diligence review or term of engagement should be investigated. The following warnings or "red flags" are signs of conduct that may violate this Policy, and should immediately be discussed with the Company's Compliance Officer:

- 1) unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, unusual commissions or mid-stream compensation payments, requests for payments in a third-party country, to a third party, to a foreign bank account, in cash or otherwise untraceable funds;
- 2) requests for political or charitable contributions;
- 3) learning of a previously undisclosed relationship between the Third Party and a Government Official (family or business ties);
- 4) any refusal or hesitancy by the Third Party to promise in writing to abide by the Company's anti-bribery and anti-corruption provisions.
- 5) rumors or charges against the Third Party for violation of local or foreign laws or regulations relating to the award of government contracts;
- 6) a demand or strong suggestion by a Government Official that a particular Third Party should be retained;
- 7) reliance by the Third Party on political/government contacts as opposed to knowledgeable staff and investment of time to promote the Company's interests;
- 8) a desire of the Third Party to keep the consulting arrangement or the terms of its, his or her retention secret;
- 9) history of corruption in the country in which the Third Party does business. Transparency International assigns each country a Corruption Perception Index (CPI) rating from 0-100 with 0 being most corrupt. A rating under 50 is considered a significant risk for corruption. To determine the CPI for a country, go to: <https://www.transparency.org/en/cpi>.



### 3.4 CONTRACTUAL PROVISIONS

All agreements with Third Parties who interact with Government Officials on behalf of the Company must contain an **anti-corruption clause** that the Third Party will not make any payment, loan or gift of anything of value to a Government Official, political party or candidate in order to obtain or retain business or secure any improper advantage for the Company. The agreement also should contain an obligation on the part of the Third Party to certify periodically that it has no knowledge of any such activities.

In addition, the agreement must contain representations and warranties which obligate the Third Party to:

- 1) report immediately any information the Third Party learns that may indicate that either a violation of the Brazilian Law (specially the Brazilian Penal Code, the Anti-corruption Law (Law n. 12,846/13), or any other criminal law) has occurred or an improper payment has been made;
- 2) certify that no Government Official, political party or candidate owns an interest in the Third Party and obligate the Third Party to give notification as soon as possible if there is any change in ownership of the Third Party;
- 3) provide for the right of investigation and audit, as deemed appropriate to verify compliance with this Policy;
- 4) permit termination of the agreement immediately upon a good faith belief that the Third Party has violated the Brazilian Law or this Policy or put the Company in material risk of a violation of the Brazilian Law or this Policy;
- 5) permit the terms of the agreement, including payment terms, to be disclosed to government agencies, e.g., the Public Prosecutor's Office, the Federal or State Police, the Council for Financial Activities Control, or to whomsoever the ESG Committee determines has a legitimate need to know;
- 6) certify that no work has been sub-contracted, or that if work under the contract has been sub-contracted that such sub-contractor is subject to all provisions under Sections 3.4 and 3.5 of this Policy;

Model provisions are maintained by the Company's Legal group and should be used to the extent possible. Also, please refer to the Legal Department Policies and Procedures Manual for further guidance regarding appropriate contractual provisions.



### 3.5 CERTIFICATIONS

The Company must obtain an executed certification from each of the Third Parties who interact with Government Officials on behalf of the Company (See Attachment B) on an annual basis.

The Company's Compliance Officer shall generate a Compliance Activity Report that will contain the completed agreement, annual certification and other supporting documentation.



## 4 ACCOUNTING PROCEDURES



### 4.1 FINANCIAL CONTROL SYSTEMS AND ACCOUNTING REQUIREMENTS



It is the Company's policy to maintain accurate detailed records that fairly reflect each Company's transactions, regardless of whether they are domestic or international. It maintains a system of internal accounting controls sufficient to provide reasonable assurances that the nature and purpose of all transactions are recorded as necessary to determine the transactions' compliance with applicable anti-bribery and anti-corruption laws and this Policy regardless of whether the transactions are financially material.

**All Employees are responsible for completely and accurately recording expenses and payments** to third parties so that the business purpose, value and recipient is clear.

Undocumented payments are prohibited, and false or misleading entries must never be made in the Company's books and records for any reason. No payment shall be approved or made with the express or implied agreement or intent that any part of it is to be used for any purpose other than that described by the documents supporting the payment. In the event that the supplier or service provider does not issue an invoice, and such practice is acceptable in the country or region concerned given the nature and value of the transaction (e.g. services provided by janitors, drivers, movers or guards that are not employed by the Company), the related expenses must be recorded accurately in the Company's books and records.

## 5 REPORTING SYSTEM

### 5.1 REPORTING A POSSIBLE VIOLATION

Any Employee who is aware of a possible violation of this Policy or improper accounting or financial reporting or has a question as to whether a situation is a possible violation of this Policy or constitutes improper accounting or financial reporting, should contact the Company's Compliance Officer immediately.

We hope that Employees will feel able to voice concerns openly. However, if you want to raise your concern confidentially, the Company provides an **Confidential Channel**, which may be contacted through the Confidential Channel on the Company's website, in the box "Contact us", through a telephone call (0800) or via e-mail ([contato@eolicasbabelonia.com.br](mailto:contato@eolicasbabelonia.com.br)). Any reports may also be made through Social Project Manager's Reporting Channel.

### 5.2 INVESTIGATION OF A POSSIBLE VIOLATION

All reports will be investigated. Recommended actions will be taken in light of the outcome of an investigation, including disciplinary steps where appropriate and consideration of whether any relevant authorities should be informed. It is important that reporting persons do not conduct their own investigations. Investigations of alleged violations may involve complex legal issues and acting on one's own may compromise the integrity of the investigation.

### 5.3 RETALIATION PROHIBITED

The Company strictly prohibits retaliation, harassment, or intimidation against any Employee who makes a report in the good faith of suspected misconduct or wrongdoing.



 **5.4 NO RIGHTS  
CREATED**

This Policy states the fundamental principles and key policies and procedures that govern the conduct of the Company's business as it pertains to applicable anti bribery and anti-corruption laws. It is not intended to and does not create any rights in favor of, or any obligation to, any director, employee, client, supplier, competitor, stockholder or any other person or entity.

 **6 TRAINING**

Training on this Policy will be provided at each new Employee's induction and through periodic training for all Employees.

All Employees must attend live training every two calendar years and must complete on-line training in every calendar year in which live training is not provided.

All Employees with supervisory or management duties are also responsible for implementing the provisions of this Policy to help prevent violations. They must ensure that the Employees under their direction or control are familiar with, and apply, the provisions of this Policy.

 **7 COMPLIANCE ACTIVITY REPORT**

Within 15 days of the last day in each quarter, the Company's Compliance Officers shall submit a Compliance Activity Report to the ESG Committee for the following activities:

- **all reported entertainment expenses;**
- **all reported gifts;**
- **all donations to national and foreign charities.**

Furthermore, the Company's Compliance Officer shall attach to the Compliance Activity Report in the compliance files:

- a copy of the completed Due Diligence Questionnaire for Third Parties and all executed anti-bribery certifications when engaging agents, consultants, or other representatives who interact with Government Officials.

On a quarterly basis, the ESG Committee will present a compliance report to the Board of Directors, which summarizes the reported compliance issues, the status of the investigations into each, and any action taken or proposed in response.

## 8 DISCIPLINARY ACTION

Disciplinary action will be taken against those who authorize or participate directly and indirectly in a violation of anti-bribery laws, trade controls or this Policy, including dismissal, in accordance to the applicable laws and the Company's Policies.

Disciplinary action may be taken also against:

- 1) any individual who deliberately withholds material and relevant information concerning a violation;
- 2) any individual who fails to co-operate with an investigation into an actual or potential violation; and
- 3) any offender's supervisor or manager, to the extent there was a lack of leadership, oversight, supervision or diligence.

## 9 QUESTIONS

For questions about this Policy or for guidance regarding interaction with Government Officials, contact the Company's Compliance Department:



(11) 3844 6300.



[contato@eolicasbabilonia.com.br](mailto:contato@eolicasbabilonia.com.br)



## ATTACHMENT A - EMPLOYEE CERTIFICATE COMPLIANCE

I acknowledge that it is my responsibility to read and comply with the Eólicas Babilônia Anti-Bribery and Anti-Corruption Policy (the “Anti-Bribery and Anti-Corruption Policy”) and to ensure that those whom I supervise also comply. I certify that I have read and comply with the Anti-Bribery and Anti-Corruption Policy. I further certify that all questions, issues, or possible violations of laws prohibiting improper payments, bribes or kickbacks, including any matters involving the Anti-Bribery and Anti-Corruption Policy, which arose since my last certification have been discussed with the Company’s Compliance Officer or the ESG Committee, as required in the Anti-Bribery and Anti-Corruption Policy.

I certify that neither I nor (to my knowledge) any person whom I supervise, has made, authorized, or offered to make any loan, gift, donation, payment, or transfer of any other thing of value, directly or indirectly, in cash or in kind to any “Government Official” as defined below or political party in connection with any business activity of the Company in a manner that would violate the Anti-Bribery and Anti-Corruption Policy.

For purposes of this certificate, a “Government Official” means: **(i)** any official, employee or representative of, or any other person acting in an official capacity for or on behalf of, any (A) government, including any national, regional or local government (including, but not limited to, someone who holds a legislative, administrative or judicial position of any kind, whether appointed or elected), (B) political party, party official or political candidate, or (C) public international organization; or **(ii)** any person who exercises a public function for or on behalf of a country or for any public agency or enterprise of (or under the control or supervision of) that country.

I have no reason to believe that the books, records and accounts of Eólicas Babilônia do not, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company. To the extent that my responsibilities relate to Company’s accounting and record-keeping procedures, I certify that I have kept accurate and complete records and reports with respect to any issues related to the Anti-Bribery and Anti-Corruption Policy.

If I should learn or believe that Eólicas Babilônia or any of its representatives or business partners is, or may be, violating or causing the Company to violate the Anti-Bribery and Anti-Corruption Policy, I will immediately advise the Company’s Compliance Officer or the ESG Committee.

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Signature of Employee

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Date

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Printed Name and Title

## ATTACHMENT B - ANNUAL CERTIFICATION OF COMPLIANCE FOR AGENTS, CONSULTANTS AND REPRESENTATIVES

I, [name], a duly authorized representative of [name of agent, representative, or consultant company] (the “Representative”), do hereby certify for and on behalf of such company, that neither I, nor to my knowledge any other person, including but not limited to every officer, director, employee, representative or agent of Representative who has had any direct involvement with any of the management or operations of the business of the Representative under the Agreement between Eólicas Babilônia and the Representative, has made, offered to make, or agreed to make any loan, gift, donation or payment, or transfer of any other thing of value directly or indirectly, whether in cash or in kind, to or for the benefit of any “Government Official” and/or political party, in connection with any business activity of the Eólicas Babilônia.

For purposes of this certificate, a “Government Official” means: : (i) any official, employee or representative of, or any other person acting in an official capacity for or on behalf of, any (A) government, including any national, regional or local government (including, but not limited to, someone who holds a legislative, administrative or judicial position of any kind, whether appointed or elected), (B) political party, party official or political candidate, or (C) public international organisation; or (ii) any person who exercises a public function for or on behalf of a country or for any public agency or enterprise of (or under the control or supervision of) that country.

I will immediately advise Eólicas Babilônia’s General Counsel should (i) I learn of any of the prohibited activities described above, or (ii) if there are any changes in the ownership or control of the Representative.

I hereby confirm that neither I nor any other person at the Representative company is a Government Official or a relative of a Government Official.

[REPRESENTATIVE]

\_\_\_\_\_

(Representative name)

Date: \_\_\_\_\_

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

Title: \_\_\_\_\_

## ATTACHMENT C - DUE DILIGENCE QUESTIONNAIRE FOR CHARITABLE DONATIONS

**Section A: Should be filled out by the Eólicas Babilônia's employee that will serve as the primary point of contact for the Charitable Donation:**

1. Date of request (DD/MM/YYYY): \_\_\_\_\_
2. Name of the Receiving Party: \_\_\_\_\_
3. Does any employee or representative of the Receiving Party have any professional relationship with Eólicas Babilônia Company?

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

Position: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

4. To the best of your knowledge, are you aware if the Receiving Party or any of its management has been involved in any process or investigation relating to a financial crime, fraud, corruption, bribery, money laundering, etc.?

YES       NO

If yes, please specify: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

5. Has a background check been performed for the Receiving Party and all of its administrators (BOD members and legal representatives)?

YES       NO

6. Were there any "red flags" during the background check? Detail list.

YES       NO

Related to (name/position): \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Provide details: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

7. Amount of Charitable Donation Local Currency (R\$): \_\_\_\_\_  
US\$: \_\_\_\_\_

I certify to the best of my knowledge, that this donation or contribution is not a condition for, or to influence any governmental action or decision or to secure any other improper advantage:

**Requesting Party:**

\_\_\_\_\_  
Signature

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

Position: \_\_\_\_\_

Date (DD/MM/YYYY): \_\_\_\_\_

**Compliance Officer Authorization:**

\_\_\_\_\_  
Signature

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

Date (DD/MM/YYYY): \_\_\_\_\_

**Section B: Should be filled out by the Receiving Party**

1. Date of requirement (DD/MM/YYYY): \_\_\_\_\_

2. Name of the Receiving Party: \_\_\_\_\_  
CNPJ: \_\_\_\_\_ Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ e-mail: \_\_\_\_\_

Legal Representative: \_\_\_\_\_

3. What benefits does the Receiving Party provide to the community?

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. Does any employee or representative of the Receiving Party have any professional relationship with Eólicas Babilônia Company?

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

Position: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

5. List names of the Receiving Party's administrators (Board of Directors and Legal Representatives):

Name / Position:

\_\_\_\_\_  
\_\_\_\_\_

6. Is any employee of the Receiving Party (e.g., Board of Directors, Legal Representative, owner, stakeholder, director, manager, employee, etc.) part of a government agency or a government official?

YES       NO

Name / Position: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

7. Is any employee of the Receiving Party (e.g., Board of Directors, Legal Representative, owner, stakeholder, director, manager, employee, etc.) personally related to an employee of Eólicas Babilônia company?

YES       NO

Name / Position of the Receiving Party's employee(s): \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Name / Position of the Eólicas Babilônia's Employee (s): \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

8. Charitable Donation description including Type of Donation (e.g., cash, services, employee volunteers, etc.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

9. What is the amount of the donation or contribution? \_\_\_\_\_

10. Signatures

\_\_\_\_\_

Entity's Legal Representative

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

Position: \_\_\_\_\_ Date: (DD/MM/YYYY): \_\_\_\_\_

**Compliance Officer Authorization:**

\_\_\_\_\_

Signature

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

Position: \_\_\_\_\_ Date (DD/MM/YYYY): \_\_\_\_\_



