

THIRD PARTIES RELATIONSHIP POLICY



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1 PURPOSE

This Policy establishes guidelines and procedures for pre-contractual Third Party checks that aim at identifying irregular practices that may affect Eólicas Babilônia (“Company”) negatively. The policy also defines behavior patterns expected of all Third Parties that relate to the Company.



2 SCOPE

This Policy applies to all Employees of Eólicas Babilônia and any and all Third Parties outsourced by the Company



3 DETERMINATIONS

Whenever spelled with capital letters, the terms and expressions listed below will have the following meanings:

3.1 “Administrator”: means the members of the Board of Directors, Statutory or Non-Statutory Directors and Members of the Statutory and Non-Statutory Committees, and the members of the Fiscal Council.

3.2 “Public Agent”: any natural person, whether a public servant or not, of any level or hierarchy, who exercises any mandate, position, job or function in/or for a Government Authority, whether by election, appointment, designation, hiring or any other form of investiture or bond, even if only temporarily or without remuneration; any individual who works for a service provider which was hired to carry out typical Public Administration activities; and any political party leader, and employees or other persons who act for (or on behalf of) a political party or for a public office candidate. According to this definition, he/she will be considered a Public Agent, even if occupying a position, job or function in international public associations, regardless of his/her nationality.

3.3 “Governmental Authority”: any organ, department or entity of the direct or indirect administration of the Powers of the Union, States, the Federal District, and of the Municipalities; any legal person incorporated into a public asset; or any entity created by the Treasury or whose funding by the Treasury surpasses fifty percent of its equity or annual revenue; or any entity over which the State or Government can, directly or indirectly, exercise a dominant influence (by holding most of the subscribed capital, by controlling most votes or by having the right to appoint a majority of the members of management, the management body or fiscal council); any organs, state entities or diplomatic representations of a foreign country; and any organs, entities and persons controlled, directly or indirectly, by the Government of a foreign country or by international public organizations, including sovereign wealth funds or an entity whose property is a sovereign fund.

3.4 “Employee”: all persons who have an active employment contract or provision of services contract with the Company, such as managers, directors, senior management professionals, interns, minor apprentices, and other individuals who work employees offor the Company.

3.5 “Market Conditions”: those involving: (a) prices and services compatible with those practiced by the market; (b) services that are compatible with the Company’s best practices, respecting security controls; (c) operations that are carried out with absolute transparency; (d) conditions that comply with Company’s guiding principles and procedures; and (e) useful operations for the Company.

3.6 “Conflict of Interests”: any conflict or incompatibility between the interests of the Administrator, the Employee or any business partner and the interests of the Company that may influence the Company’s decisions and activities in such a way as to produce undue advantage for either party, or that may interfere with a party’s ability to exercise impartial judgment. Such interest may be economic or not, direct or indirect, and may even be achieved through an intermediary.

3.7 “Subsidiaries”: any legal person the Company holds control over directly or indirectly.

3.8 “Third Parties”: any person, whether natural or legal, (such as partners, suppliers, service providers, temporary consultants and agents) that is not an employee, yet acts in the name, in the interest or for the benefit of the Company, renders services or provides other goods.

4 INTERNAL PROCEDURES FOR CONTRACTING THIRD PARTIES - DUE DILIGENCE

Whenever the Company has a relationship with a Third Party that may act on its behalf, in its interest or for its benefit, Due Diligence will be carried out on the candidates for hiring comprising basic checks and, if necessary, complementary checks.

4.1 BASIC CHECKS

The Company department responsible for procuring Third Party products or services must perform basic checks before any hiring.

Once the stipulated technical and professional qualifications have been met and potential Third Party candidates for recruitment have been selected, the department in charge should conduct independent research to gather information about said Third Party.

The objectives of the independent research are, among others:

- (a) To confirm the effective technical and professional training of the Third Party to provide the services or supply the desired products
- (b) To analyze the image and reputation of the Third Party, as well as its partners and shareholders, considering work delivered previously and any possible involvement in illegal practices;

(c) To check for the enrollment of the Third Party, its partners and shareholders, in: (a) the Registration of Unsuitable and Suspended Companies (CEIS); (b) the Registration of Punished Companies (CNEP); (c) the Registration of Private Non-Profit Entities Prohibited to operate (CEPIM); (d) the Registration of Entities with Accounts Deemed Irregular (CADIRREG); and (e) the Registration of Bidders deemed Unlawful or Disabled by the TCU;

(d) To make sure that the remuneration to be paid to the Third Party for the product to be provided or the service to be rendered is in accordance with the Market Conditions;

(e) To verify that the Third Party has no headquarters in any tax haven and/or cannot be characterized as a front company. The following elements are red flags:

- I. Collective address (PO Box);**
- II. Absence of organizational structure;**
- III. Absence of other commercial operations;**
- IV. Absence of civil or labor lawsuits against the Third Party;**
- V. Absence of employees;**
- VI. Absence or divergence of data in the National Register of Legal Entities (CNPJ);**
- VII. Headquarters in a tax haven.**

The Third Party legal entity must also deliver a copy of any policies and procedures that constitute its compliance program to determine its level of commitment in matters of ethical conduct and transparency in business management.

If the activity performed by the Third Party requires licenses provided by a Government Authority, the Third Party must deliver a copy of the valid licenses before any hiring and provide periodically the updated licenses.

After the collection and analysis of all information, if no risks are identified, the hiring of the Third Party may follow the regular procedure until its formalization in writing.



4.2 COMPLEMENTARY CHECKS



Complementary checks become necessary if risks are identified in the analysis of the documents, or if any of the following situations occur:

(a) If hired the Third Party would act on behalf of or represent the Company, especially in dealing with Public Agents;

(b) When providing services or supplying products, the Third Party interacts in any way with Public Agents;

(c) The basic check found information on the Third Party's involvement in corrupt or any illegal practices;

Complementary checks will comprise the assessment of the following information and documents:

- (a) Identification data such as full name / corporate name, CPF/CNPJ, previous names (if any), address, among others;
- (b) Whether any partner, shareholder, director, administrator or employee of the Third Party has ever been a Public Agent or has a family relationship with one. If so, inform the name of the Public Agency with which they have / had a bond, the position / former position, and the description of functions and duties;
- (c) Whether it uses subcontractors to provide services or to supply the products under contract. If so, provide identification data and inform the activities to be carried out by the subcontractor;
- (d) Whether the Third Party, its partners or administrators, or any of its controllers, controlled, affiliated or consortium partners, has already been investigated, prosecuted or was in any way involved in cases of fraud, financial crime, money laundering or corruption in Brazil or abroad. If so, provide information about the facts and the case number;
- (e) Whether the Third Party has a Compliance Program; Code of Ethics or Conduct; Anticorruption Policy; Gifts, Accommodation, Travel and Expenses Policies; Donations and Sponsorships Policies; Money Laundering Prevention Policy, among others. If so, provide the respective documents;
- (f) Whether the Third Party adopts actions to comply with the General Data Protection Law (LGPD);
- (g) Provide state and federal criminal certificates for the Third Party's headquarters / domicile;

Once all the questions have been answered and all the documents have been provided, the Compliance Area should investigate the existence of possible risks and recommend or not that the Third Party be hired depending on the exposure to the Company.

If no risks are identified or if the risks identified do not expose the Company, the hiring of the Third Party may follow through.

5 GUIDELINES

This Policy establishes minimum standards of business conduct and compliance that are expected of the Third Parties that relate to the Company.

5.1 BUSINESS INTEGRITY

Third Parties are expected to follow the highest standards of ethical, fair and transparent conduct in the course of their business practices.

The Company does not agree with any practice of illegal or unethical acts. Third Parties should not be involved in the practice of acts of corruption, bribery, extortion or fraud, especially those provided in Law No. 12.846/2013 and any other law applicable to the Company's interactions.

Third Parties are prohibited from offering, promising, granting, allowing or receiving any illegal or improper payments, improper advantage or conferring benefits on Company Employees, Public Agents or the like, or any individual, either directly or through other Third Parties, in order to Unduly influence any act or decision to promote the interests of the Company, under the terms of the Anti-Corruption Policy.

Third Parties are also expected not to misuse, gain, or disclose privileged information, regardless of whether the information was obtained in relation to the Company.

5.2 CONFIDENTIALITY, DATA USAGE AND CONFLICT

The Third Party is expected to keep confidentiality on any information received through its relationship with the Company.

Third Parties must comply with all applicable laws and directives related to the protection, transfer, access and storage of data or personal information.

In the event of any Conflict of Interest arising, the Third Party is expected to report the fact to the Company immediately.

5.3 HUMAN RIGHTS AND LABOR PRACTICES

Third Parties are expected to treat their workers with dignity and respect and to comply with the highest standards of respect for human rights, in accordance to Brazilian Federal Constitution and the Universal Declaration of Human Rights, as well as the Brazilian Labor Law (Decree-Law n. 5452/1943) and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work.

According to the United Nation Guiding Principles on Business and Human Rights, the responsibility of business enterprises to respect human rights applies to all enterprises regardless of their size, sector, operational context, ownership and structure. In order to comply with both national and international regulation, third parties are expected to have:

- (a) A policy commitment to meet their responsibility to respect human rights;
- (b) A human rights due diligence process to identify, prevent, mitigate and account for how they address their impacts on human rights;
- (c) Processes to enable the remediation of any adverse human rights impacts they cause or to which they contribute.

5.3.1 HARASSMENT AND DISCRIMINATION

Third Parties are expected to provide an environment free of abuse of power, corporal punishment, threat, physical or verbal violence, intimidation, or harassment of any kind. Furthermore, acts of discrimination based on race, color, biological sex, nationality, religion, disability or physical characteristics, marital status, sexual orientation, gender identity, social class, age, union participation, or party affiliation in the performance of their activities.

5.3.2 FORCED AND CHILD LABOR



Third Parties must not tolerate, allow or excuse the use of forced and/or child labor, considered any person under the age of 16, except for apprentices, who can work from the age of 14, provided that the special conditions of this employment contract (according to Law No. 10.091/2000)

In addition, workers must be paid fairly and reasonably with applicable wage laws related to minimum wages, overtime, and legally mandatory benefits.

5.3.3 FREE ASSOCIATION

Third Parties are expected to respect and recognize the freedom of association of their employees and to respect the laws and collective normative instruments that protect these rights, without interference, discrimination, retaliation, or harassment.

5.3.4 HEALTH AND SAFETY

Third Parties are expected to provide their employees with a work environment with health and safety conditions for the development of their activities. Employees must have safe and hygienic working conditions, including appropriate protective clothing and equipment, and all necessary measures must be taken to prevent accidents and occupational diseases.

5.4 ENVIRONMENT



The environment and the preservation of nature are of fundamental importance to the Company, which is committed to conducting its business in a responsible manner that protects human health and the environment through observance of all applicable laws and regulations, as well as to reducing the direct and indirect environmental impacts of its operations and to adopting the best practices for nature conservation.

Third Parties are expected to follow the **Code of Conduct's Guidelines on Environmental Protection** and to adopt initiatives that involve ecologically sustainable development in the regions where they operate, seeking to reduce the environmental impact of their inputs, operations, products and services.

Also, Third Parties whose activity depends on environmental licensing by the competent authority must periodically provide a copy of the updated licenses to the Company.

All Third Parties should:

- Abide by both the letter and the spirit of all environmental and worker protection laws, regulations and obligations;
- Report unsafe or unhealthy work conditions to management;
- Report known or potential environmental or safety noncompliant situations to management;
- Act upon and resolve unsafe, unhealthy and potential non-compliant situations in a reasonable and timely manner;
- Obtain appropriate permits prior to commencement of work activities, such as environmental permits and permit-to-work;
- Promptly report releases and spills that may harm the environment or public health or that meet Company or regulatory reporting requirements;
- Create and maintain records that accurately reflect and demonstrate the Company's compliance with environmental and safety obligations;
- Conduct the appropriate level of due diligence when conducting environmental and safety duties;
- Assess environmental impacts and conduct hazard risk reviews of all new projects and expansions;
- Use resources responsibly; and
- Minimize waste generation and recycle materials when appropriate and available.

6 GENERAL GUIDELINES

All Third Parties that interact with the Company are expected to comply with the guidelines of this Policy. If it is proven that the Third Party or any person who represents it, directly or indirectly, has violated any aspect of this Policy, the Company reserves the right to take action, including terminating the contract.

This Policy must be applied in accordance with the Code of Conduct and the Anti-Corruption Policy, in addition to the applicable local and international laws and regulations. If any applicable law or regulation is more restrictive than this Code, that law or regulation will take precedence.

All Third Parties must formalize their knowledge of this Policy by signing a Term of Agreement at the time of registration, contracting or contractual updating.

7 QUESTIONS

For questions about this Policy or for guidance regarding a business practice, contact the Company's Compliance Department:



(11) 3844 6300



contato@eolicasbabilonia.com.br

ATTACHMENT A – DUE DILIGENCE QUESTIONNAIRE FOR THIRD PARTIES

Section A of the questionnaire should be filled out by the Company department responsible for perform basic checks before hiring the Third Party (the “Applicant”).

SECTION A:

Full name/corporate name: _____

CPF/CNPJ: _____ Address: _____

Phone number: _____ Email: _____

Legal Representative: _____

Mark “X”

Natural Person Legal Person

- Is the Applicant part of any government entity?

YES NO

Em caso positivo, especifique: _____

- Has the Applicant any relationship with a government entity?

YES NO

If so, specify: _____

- What is the object of the contract to be signed with the Applicant and the estimated service time? _____

- What were the reasons for choosing the Applicant? _____

- What will be the price of services paid to the Applicant? _____

- Is this amount comparable to the market?

YES NO

If not, what are the reasons for agreeing to pay this amount? _____

- Are you aware if the Applicant, its partners or administrators, or any of its controllers, controlled, affiliated or consortium partners, has already been investigated, prosecuted or was in any way involved in cases of fraud, financial crime, money laundering or corruption in Brazil or abroad?

YES

NO

If so, provide details: _____

- Has a background check been performed for the Applicant and all of its administrators (members of the Executive Board and legal representatives)?

YES

NO

Were there any *red flag* during the *background check*? _____

Signature: _____

Name: _____

Position: _____

Date: ____/____/____

Section B must be filled out by the Third Party (the “Applicant”) if complementary checks become necessary, according to Compliance Area

SECTION B:

Full name/corporate name: _____

CPF/CNPJ: _____ Address: _____

Phone number: _____ Email: _____

Legal Representative: _____

Mark “X”

- When providing services or supplying products, will the Applicant interacting in any way with Public Agents?

YES NO

Specify: _____

- Has any partner, shareholder, director, administrator or employee of the Applicant ever been a Public Agent or has a family relationship with one?

YES NO

If so, inform the name of the Public Agency with which they have/had a bond, the position/former position, and the description of functions and duties: _____

- Is the Applicant part of any corporate group?

YES NO

If so, list the companies or corporations, indicating name, headquarters address and telephone number for each one: _____

- Does the Applicant use subcontractors to provide services or to supply the products under contract?

YES NO

If so, provide identification data and inform the activities to be carried out by the subcontractor: _____

- Has the Applicant, its partners or administrators, or any of its controllers, controlled, affiliated or consortium partners, has already been investigated, prosecuted or was in any way involved in cases of fraud, financial crime, money laundering or corruption in Brazil or abroad?

YES

NO

If so, provide information about the facts and the case number: _____

- Does the Applicant have a Compliance Program; Code of Ethics or Conduct; Anticorruption Policy; Gifts, Accommodation, Travel and Expenses Policies; Donations and Sponsorships Policies; Money Laundering Prevention Policy, among others?

YES

NO

If so, provide the respective documents.

- Does the Applicant adopts actions to comply with the General Data Protection Law (LGPD)?

YES

NO

- Provide state and federal criminal certificates for the Applicant headquarters/domicile and its administrator domicile;

Signature: _____

Name: _____

Position: _____

Date: ____/____/____