



Anti-Corruption Policy

Prepared by:	Demarest Advogados
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ANTI-CORRUPTION POLICY

1. INTRODUCTION

Opy Healthcare Gestão de Ativos e Investimentos S.A. ("Opy") understands the risks to which it is exposed, especially the risks of corruption related to the line of business in which Opy and its subsidiaries (collectively referred to as "Opy Companies") operate, considering that the interaction it maintains with agencies and Public Officials is inherent in its activities.

The prevention, mitigation, and remediation of acts of corruption begin with the creation and availability of the Code of Ethics and Conduct ("Code of Ethics") and other policies guiding the expected conduct and procedures established by Opy to minimize the risks for Opy Companies.

In this regard, Opy's Integrity Program aims to establish guidelines that protect the company and guide its employees, directors, committee members, and officers on the express prohibition of the practice of any acts of corruption.

Opy Companies can be held liable under Law No. 12,846/2013 ("Anti-Corruption Law") and other international standards for acts of corruption committed in their name or for the benefit of their employees, directors, committee members, officers, and Third Parties, even if the Opy Companies have not authorized or are not aware of the occurrence of the improper act. Furthermore, in addition to possible liability of the company, individuals involved in the practice of corrupt acts can also be penalized under the Penal Code as a person.

Accordingly, Opy establishes the objectives and guidelines to be followed.

2. PURPOSE

The purpose of the Anti-Corruption Policy ("Policy") is to establish rules and guidelines to prevent, detect, and remedy unlawful acts and corruption against the Government, as well as any other act in violation of the Code of Ethics of Opy and its subsidiaries and/ or in breach of applicable national and foreign legislation.

This Policy is also intended to prevent and manage situations where undue advantages can be offered or accepted, mitigate reputational, operational, and financial risks to which Opy Companies are exposed and protect all their employees, third parties, directors, and officers.

The guidelines of this Policy are in line with Opy's Code of Ethics and particularly in accordance with Brazilian and international laws and regulations regarding the fight against corruption, including:

- The Anti-Corruption Law;



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- Decree No. 11,129/2002, which regulates the Anti-Corruption Law;
- Executive Order No. 2,848/1940 ("Penal Code");
- The *Foreign Corrupt Practices Act* ("FCPA");
- The *UK Bribery Act* ("UKBA").

In addition, this Policy also establishes specific guidelines related to anti-corruption issues provided for in the Code of Ethics, as well as the following topics: (i) Interaction with Public Officials; (ii) Conflicts of Interest; and (iii) Gifts, Freebies and Hospitalities. Also, in addition to the provisions of this Policy, Opy establishes specific guidelines related to anti-corruption issues in the Donations and Sponsorships Policy.

3. SCOPE

The Policy applies to all employees, directors, committee members, and officers of Opy Companies.

4. GLOSSARY

Definitions of terms used herein are in the Glossary attached to this Policy. In case of doubts about such terms, contact the Integrity Area through the data available in the **Integrity Channel** item below.

5. GUIDELINES

5.1. Corruption Prevention

The Opy Companies expressly prohibits any acts of corruption.

Opy Companies repudiate and do not authorize any practice of corruption and other unlawful acts against any national or foreign Government, under the terms of the legislation mentioned above or any other applicable legislation, as amended from time to time, such as (i) the United Nations Convention against Corruption (UN Convention); (ii) Partnering Against Corruption Initiative (PACI) of the World Economic Forum; (iii) Convention against Corruption of the Organization of American States (OAS Convention); (iv) Convention of the Organization for Economic Cooperation and Development on Combating Bribery of Foreign Public Officials in International Business Transactions (OECD Convention); (v) Procurement Law (Law No. 8,666/93 and Law No. 14,133/2021); (vi) Auction Law (Law No. 10,520/2002); (vii) Law of Misconduct in Public Office (Law 8,429/92); and (viii) RN 443 (Normative Ruling ANS – National Health Agency).



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Employees, directors, committee members, and officers acting on behalf of Opy Companies, or any person with power-of-attorney, powers or acting on behalf of Opy Companies, are expressly prohibited from:

- Promising, offering or giving, directly or indirectly, any undue advantage to a Public Official, Private Agent, or person connected to them;
- Financing, funding, sponsoring, or otherwise funding or encouraging the practice of illegal acts provided for in the Anti-Corruption Law;
- Using third parties to hide or disguise their actual interests or the identity of the beneficiaries of the acts performed; and
- Authorizing or making facilitation payments.

Any violations of the rules set out in this Policy and the Code of Ethics will be duly investigated, and the appropriate disciplinary measures will be applied.

In the relationship with Private Agents, promising, offering, giving, receiving, requesting, or obtaining, directly or indirectly, an undue advantage to secure or maintain business or favors for the benefit of oneself or Opy Companies is also prohibited.

In case of doubt, contact the Integrity Area.

5.2. Freebies, Gifts, and Hospitality

According to the Code of Ethics, offering and receiving freebies, gifts, and hospitality can lead to corrupt practices and conflicts of interest, even when they appear to be expected in the corporate environment.

Therefore, offering to or receiving any freebies, gifts, or hospitality from Public Officials, Politically Exposed Persons ("PEP"), Private Agents, or any Third Party to obtain or maintain business or benefits for Opy Companies, for oneself, or others, is expressly forbidden.

This includes, for example, offering airline tickets, tickets to events, lunches, and/or lodging that can be considered a reward, generate expectations of reciprocity to receive privileges or favoritism, or even facilitate the signing and maintenance of a business.

Likewise, offering or receiving any freebies, gifts, or hospitality is expressly prohibited if:

- They are customarily offered to or received from the same employee, third party, director, committee member, or officer of the Opy Companies, being considered as recurrent practice when the conduct is verified more than once in three months;



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- They can influence, even if indirectly, any decision of the person to whom the freebie or gift is intended regarding pending matters or affairs of interest to Opy Companies; and
- Accepting or offering any value in cash or equivalent (such as gift certificates or vouchers).

However, people who are not considered Public Officials or PEPs are allowed to offer or receive freebies, gifts, and hospitality, as long as it happens in a clear, transparent manner and without any intention of influencing or generating expectations regarding commercial decision-making by the employees, committee members, directors, and officers of the Opy Companies.

Likewise, offering or receiving freebies, gifts or hospitality must not exceed the limit of three hundred Reals (BRL 300.00) and must comply with the integrity guidelines of Opy Companies, applicable legislation, and local customs.

In the exceptional event that the offer or acceptance exceeds the limit of three hundred Reals (BRL 300.00), the Integrity Area must approve such offer or acceptance upon completion of the Form for Offering or Receiving Freebies, Gifts, and Hospitalities attached to this Policy.

Furthermore, in the exceptional event of an offer of hospitality by Officers of Opy Companies to their business partners within the scope of their subsidiaries, including the granting authority, such offer must be in accordance with (i) Opy's internal guidelines for the use of the representation budget; (ii) applicable municipal, state and/or federal legislation; (iii) the conduct guidelines of the respective business partner, especially when such business partner is the granting authority; (iv) the maximum limit of one hundred and fifty Reals (BRL 150.00) per hospitality, which shall not exceed the limit of twelve (12) annual hospitality offers, nor the limit of four hospitality per quarter offered to the same individual by the Officers of Opy Companies; and (vi) internal approval from Opy's Integrity Area and the CEO. The internal approval of Opy's Integrity Area and the CEO will occur upon completion of the Form for Offering or Receiving Freebies, Gifts, and Hospitalities attached to this Policy and submission of the respective supporting documentation evidencing the hospitality was offered under the terms of this Policy. Likewise, it will be the responsibility of the Officer of the Opy Company offering hospitality to correctly register the information in its cost center and Opy's financial control systems. These additional controls are essential in this scenario, given the significant risks associated with these types of hospitality.

The Integrity Area may determine the destination of any freebie, gift, or hospitality worth more than three hundred Reals (BRL 300.00). In addition, whenever it is not possible to stipulate the value of the item received by an Opy employee, director, committee member, or officer, such freebie, gift, or hospitality may be destined to internal sweepstakes or a charity following the guidelines of the Donation and Sponsorship Policy.

For that matter, Opy Companies emphasize that for health professionals registered with the professional council of the State of Minas Gerais, any freebies, gifts, and hospitality (which in the



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latter case may include sponsorship of registration for events, funding of research stages, consulting, and lectures) must be declared according to State Laws No. 22,440/2016 and No. 22,921/2018.

In case of doubt, contact the Integrity Area.

5.3. Relationship with Public Officials

In addition to the guidelines established in the Code of Ethics, Opy Companies determine that any interactions of their employees, directors, committee members, or officers with Public Officials be carried out following the highest standards of integrity and transparency, providing all guarantees of ethics and professionalism in these interactions.

Likewise, Opy Companies do not tolerate offering, giving, or promising, directly or through Third Parties, any undue advantage to a Public Official or person related to him/her, especially with the purpose of:

- Influencing any act or decision of a Public Official or inducing such Official to perform, omit, delay or expedite any act in violation of his/her legitimate or official duty;
- Obtaining information regarding a fact or circumstance that the Public Official is aware of due to his/her duties, and which must remain confidential;
- Obtaining administrative or tax benefit in breach of existing legal or regulatory formalities;
- Carrying out an illegal act of any nature or improper act against the Government together with the Public Official; or
- Obtaining or retaining improper business for Opy Companies or to their benefit.

Similarly, Opy Companies reinforce the guidelines of the Code of Ethics regarding interactions with Public Officials in the context of bidding processes and contracts, the following being prohibited:

- Frustrating or defrauding, by agreement, collaboration, or any other means, the competitive nature of a bidding process;
- Preventing, disrupting, or defrauding the accomplishment of any act of bidding process;
- Removing or seeking to remove a bidder, through fraud or offering any kind of advantage;
- Frauding public bidding or contract arising thereof;
- Creating, fraudulently or irregularly, a legal entity to participate in bidding processes or



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entering into an administrative contract.

- Fraudulently obtaining undue advantage or benefit from amendments to or extensions of contracts entered into with the Government, without authorization provided in the law, in the invitation to bid, or in the respective contractual instruments; or
- Manipulating or defrauding the economic and financial balance of contracts entered into with the government.

5.4. Conflict of Interest

Opy Companies recognize that Conflicts of Interest can come forward in different ways and at any time, including regarding interactions with Public Officials. Therefore, as established in the Code of Ethics, any employees, directors, committee members, and officers of Opy Companies must contact the Integrity Area whenever they believe a situation may fall under the concept of Conflict of Interest or in case of doubts regarding a specific issue.

Even if such a situation is potential or only has the appearance of a Conflict of Interest, it is advisable to contact the Integrity Area, considering the mere appearance of a conflict vis-à-vis the Government, for example, may expose Opy Companies to reputational, operational, and financial risks.

Thus, this Policy does not intend to present an exhaustive list of situations that actually or potentially constitute a Conflict of Interest before Public Officials. However, it brings, by way of illustration, examples to demonstrate what actions employees, directors, committee members, and officers of Opy Companies should or should not perform, as follows:

- It is not allowed to establish relationships with Public Officials through which privileges and/or benefits of any nature are offered and/or received, even if of value exclusively to the recipient, their relatives, in the direct line, up to the second degree, their spouses, their partners, their stepchildren, individuals with whom they maintain a partnership or joint ownership in legal entities governed by private law or who appear as their agents;
- The hiring of former Public Officials is not permitted unless the legal principles and the restriction period provided by law and Opy's rules of conduct are observed;
- The hiring of Third Parties appointed by Public Officials is not permitted unless the Integrity Area previously approves such Third Party within the scope of the Third-Party Hiring Policy and such hiring follows the guidelines for the acquisition of products and services according to Opy's Purchasing Policy;
- The hiring of employees, directors, committee members and officers who have a personal relationship with Public Officials who interact or may come to interact with Opy Companies is



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allowed, provided that the Conflict of Interest Form, attached to this Policy, is completed by the individual to be hired and submitted for analysis and monitoring by the Integrity and Human Resources Areas; and

- The hiring of PEPs and former PEPs is allowed, provided that the legal precepts are observed, prior integrity *due diligence* is conducted, and the Conflict of Interest Form, attached to this Policy, is completed by the individual to be hired and submitted for analysis and monitoring of the Integrity and Human Resources Areas.

6. WARNING SIGNS

Compliance with this Policy is essential on the part of all those to whom it applies. However, compliance with the provisions herein is not enough. It is also necessary to remain alert to see if employees, directors, committee members, officers, and third parties of Opy Companies act according to anti-corruption practices.

Thus, see below a list of some warning signs that indicate possible non-compliance with this Policy:

- The third-party has a bad reputation for receiving or offering bribes;
- The third-party has been appointed by a Public Official or is linked to such Public Official's first-degree relatives or has a close relationship with the government;
- The third party is directly linked to the health market, such as businessmen in the health and pharmaceutical sectors;
- The third-party can be considered a PEP;
- Payments offered and/or made in cash;
- Requests by an employee, director, committee member, officer, or third party for a transaction to be structured in such a way as to disguise material facts or evade local laws, or for payment to be made in multiple accounts;
- The third party's commission or compensation is incompatible with the services provided, in comparison with the history of similar operations;
- The third-party refuses to include reference to anti-corruption measures in the contract;
- Extravagant or luxurious gifts, entertainment or hospitality involving a Public Official; and
- Meeting with third parties in a suspicious place, with suspicious participants (Example:



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competitors or participants who are not connected to the subject) and discussing matters related to undue collaboration and/or advantages.

This list is not exhaustive and serves only as a guiding point for any suspected non-compliance or warning sign under this Policy. If there is any doubt about possible non-compliance, contact the Integrity Area. In addition, the employee, director, committee member, or officer must reject any approach and report the facts to the Integrity Area immediately if a Public Official, third party, or supplier suggests, requests, or requires an undue advantage.

Furthermore, these warning signs do not prove corruption or disqualify employees, third parties, collaborators, and others. Still, they raise a greater need for investigation, aiming to protect the ethical standards adopted by Opy Companies, prevent acts of corruption, and preserve the company's image in the market.

7. PROCEDURES AND RECOMMENDATIONS

Aiming to mitigate risks to Opy Companies due to acts of corruption, all employees, directors, committee members, and officers of Opy Companies should observe the following procedures:

7.1. Meetings with Public Officials:

- Any meeting with Public Officials must have the presence of at least two (2) representatives of the Opy Companies, preferably in the same hierarchical rank and in person;
- Whether virtually or over the phone: via official Opy communication devices (e.g., corporate mobile/WhatsApp, corporate email or communication software such as Microsoft Teams), which can be monitored and tracked if necessary;
- Must be scheduled in advance, appear in the records of the Opy Companies, and notified to the immediate superior of those who will attend the meeting;
- The meeting must be formalized through minutes with (i) the place and date; (ii) full name and title of all attendees; (iii) brief description of the matters dealt with, decisions made, and measures/actions to be implemented with the respective responsibility, whether by Opy Companies or by the Public Official. The formalization may occur via email sent to all meeting participants with a copy to the immediate manager of the employee of the Opy Company who conducted the meeting and the Integrity Area; and
- If the employee has doubts about any suspicious situation or attitude, he/she must leave the room immediately and clarify the ethical stance of Opy Companies.

7.2. Inspections by Public Authorities and Public Officials:



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In cases of inspection carried out by a Public Official, in any of the work environments of the Opy Companies, employees must follow the guidelines below:

- Act with cordiality, integrity, and respect, accepting the requests of the Public Official, whenever necessary and within the limits of applicable laws;
- Immediately notify the Legal Department and the Integrity Area regarding the inspection and request their assistance to maintain the interaction with the Public Official;
- Ensure that at least two employees are present during the inspection. A rotation among the employees who participate in the inspection is advisable.
- Never interfere, hinder, defraud, or obstruct any investigation or inspection activity carried out by the Public Official, whenever necessary and within the limits of applicable laws;
- Collect the formal inspection document delivered by the Public Official. If the latter does not hand over the document, the employee must formalize the substance of the inspection by email, which must contain the following information: (i) place and date; (ii) full name and title of the Public Official; and (iii) description of what was inspected, and any recommendations made by the Public Official;
- At the end of the inspection, the employee must describe the details of the interaction in an email to be sent to his immediate manager with a copy to the Integrity Area; and
- All documents related to the interaction must be forwarded to the Legal Department and the Integrity Area.

7.3. Bidding Procedures:

Opy Companies must always strictly comply with the provisions outlined in the Anti-Corruption Law, Procurement Law, Auction Law, and other applicable laws during bidding processes.

Likewise, the Opy Companies must protect themselves and avoid interactions with competitors or business partners in any way that may constitute violations of Law No. 12,529/2011 ("Antitrust Law") or any other collusion that may impact, even if indirectly, the bidding process.

Any interactions with competitors, business partners, and/or Public Officials must comply with the rules provided for in item "**Meetings with Public Officials**" above.

7.4. Execution of Public Contracts:



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During the execution of public contracts, the Opy companies must always strictly comply with the contractual provisions. Any requests from the Government must always be analyzed in light of the provisions of public contracts. Any changes must be duly formalized through a contractual amendment.

Interactions with Public Officials to execute public contracts must comply with the rules provided for in the item "**Meetings with Public Officials**" above.

7.4.1. Obtaining Licenses, Authorizations, Permissions, and Certificates:

While obtaining licenses, authorizations, permissions, certificates, or any other government records, employees and/or third parties are prohibited from offering an undue advantage to speed up or ensure the obtainment of government records or to induce a Public Official to practice, omit or delay an official act.

Interactions with Public Officials to obtain government records must comply with the rules set out in the item "**Meetings with Public Officials**" above.

7.4.2. Interaction with Public Banks:

Interaction with Public Banks and with all those acting on behalf of the Public Bank must follow the guidelines for interaction with Public Officials. Therefore, giving, offering, or promising undue advantage to Public Officials who work, hold a position, or have a job in Public Banks or any person related to them is expressly prohibited.

Interactions and negotiations with Public Banks must follow the rules provided for in the item "**Meetings with Public Officials**" above.

In the event that any doubts or questions arise about the interpretation, scope, or procedures regarding any matter dealt with herein, it is the employee's responsibility to seek additional guidance from the Integrity Area through the communication channels available at Opy Companies before taking any action or decision that could compromise full compliance with this Policy or the Code of Ethics.

8. INTERNAL RECORDS AND CONTROLS

All expenses must be adequately described and recorded in Opy Companies' records. Employees, directors, committee members, and officers must comply with and enforce Opy's accounting policies and procedures, authorize payments only regarding proper and legitimate invoices for services provided or materials purchased, and never allow payment of unusual, excessive expenses, with insufficient or inadequate description and documentation or that, for any reason, raise doubts as to their legitimacy.



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Payment of any expenses on behalf of Opy Companies must be supported by an appropriate expense report describing the costs and the circumstances that justify the payment of the respective expense, together with supporting documentation. In addition, Opy Companies prohibit cash payments: electronic and traceable means, corporate accounts, and credit cards must always be used for any payment of expenses, in compliance with the guidelines established in the Company's Purchasing Policy.

The hiring, appointment, and/or promotion of employees, third parties, directors, and officers acting on behalf and/or benefit of Opy Companies must be subject to reasonable measures to prevent the hiring, promotion, and/or appointment of individuals and companies that represent compliance risks, particularly risk of violation of the anti-corruption laws.

9. REPORTING VIOLATIONS

Compliance with Opy policies, including this one, is expected of all employees, directors, committee members, and officers when acting on behalf of Opy Companies. Each employee, director, committee member, or officer will be responsible for maintaining compliance with these policies within their respective area.

As a result, employees, directors, committee members, and officers are required to report any knowledge or suspicion of a violation of this Policy, Opy's Code of Conduct, or applicable law.

In case of doubts about non-compliance with the aforementioned instruments, contact the Integrity Area for further guidance or use the Opy Companies Integrity Channel, which allows anonymous reporting and can be reached through the following channels:

- Phone: 0800 792 1001
- Internet: <https://www.canalconfidencial.com.br/opyhealth/>
- E-mail: integridade@opyhealth.com.br

Every employee, director, committee member, and officer has the right to raise ethical issues, in good faith, without fear of punishment, harassment, or retaliation from others (peers, superiors, or senior management). Opy Companies prohibits any form of retaliation against good faith whistleblowers.

Failure to report a known, even if only suspected, violation of Opy Companies' conduct guidelines or applicable law will lead to disciplinary action, including termination of employment for cause.

10. INTERNAL INVESTIGATION AND DISCIPLINARY MEASURES



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In the event of non-compliance with this Policy, corrective and disciplinary actions will be promptly taken, in accordance with Opy's Integrity Program. Furthermore, any corrective or disciplinary action that Opy Companies may apply within the scope of its rules of conduct will not exempt the employee, director, or officer from any administrative, civil, and/or criminal sanctions that may arise from any legal violation.

11. INEVITABLE POLICY VIOLATION

In exceptional circumstances, employees, directors, and officers may deem it necessary to make payments to any Public Official to avoid a threat to their health, safety, and/or freedom, that is, payments made under illegal duress or constraint of a physical or moral nature. Payments made in these circumstances will not be immediately considered violations of the Policy, provided they are promptly notified to the Integrity Area, which will adopt the appropriate measures. Threats made by Public Officials of a commercial or financial nature do not justify payments, which will be considered a violation of the Policy.

Whenever possible, employees, directors, committee members, and officers should consult the Integrity Area before making payments under these circumstances, pursuant to the item **Exceptions to the Policy** below. If this consultation is not possible, the employee, director, committee member, or officer who made the payment must promptly report the fact to the Integrity Area, thoroughly documenting the circumstances in which the payment was made, including the reason, the amount paid, and the identity of the recipient. In all cases, payments made under threat to health, safety, and/or freedom must be adequately described and submitted to Opy, which will take the appropriate legal measures.

12. EXCEPTIONS TO THE POLICY

In the exceptional case in which non-compliance with this Policy is excusable as to an employee, director, or officer, due to a threat to their health, safety, and/or freedom, it is essential to consult the Integrity Area in advance. In this case, the Integrity Area will evaluate the circumstances and analyze the possibility of non-compliance with the Policy.

The opinion will be formally drawn up and then submitted to the Audit Committee, which may decide to approve the non-compliance with the Policy, substantiating and recording it in the minutes.

13. REVISION HISTORY

This Policy and other related documents are subject to ongoing monitoring and will be periodically updated as deemed necessary for the effectiveness of Opy's Integrity Program.



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GLOSSARY

1. Public Official

The term Public Official covers any person employed or with powers of action granted by a public authority in any of the Executive, Legislative, or Judiciary Branches, whether at the federal, state, or municipal level. This includes all government officials, such as the president, governors, mayors, senators, deputies, councilors, ministers, secretaries, employees of state-owned and government-controlled companies (e.g., Banco do Brasil and development banks) under state control and employees of agencies (e.g., ANVISA and regulatory agencies), as well as employees of non-governmental institutions who are considered public officials under applicable law .

Furthermore, a Public Official is considered someone who "*although temporarily or without compensation, holds a public position, employment, or office.*" In this regard, any public official, political agent, public servant, and public employee will be considered a Public Official, even if they only perform their duties occasionally or without compensation.

2. Private Agent

The term Private Agent covers any person who acts as an employee, representative,



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committee member, advisor, or officer in companies, entities, or organizations not controlled, even indirectly, by the Government.

3. Freebies

Items distributed impersonally, as a courtesy, advertising, or publicity with no commercial value and bearing the logo of the company that offers it. Its distribution usually happens in a generalized and impersonal manner.

4. Conflict of Interest

According to the Brazilian Institute of Corporate Governance ("IBGC"), a conflict of interest occurs *"when a person involved in a decision relevant to the organization to which he/she owes loyalty has secondary interests – this being such person's primary interest. Secondary interests include not only the financial gains of the person involved in the decision or of people related to it but also potential advantages of another nature, such as those arising from personal relationships with counterparties involved in the decision in question."*

5. Corruption

Corruption is the promise, offer, payment, or authorization of payment or anything of value to a Public Official or Private Agent, directly or indirectly, to obtain or retain business, ensure undue advantage or favors, as well as facilitate or prevent the performance of an act.

6. Hospitality

Offering or receiving payment for expenses, such as lodging, food, travel (air, land, and/or sea), and/or invitations to seminars, conferences, workshops, lectures, and presentations, aiming to strengthen the relationship with the third party.

7. Facilitation Payments

A facilitation payment is a relatively small payment or granting of any other benefit, generally to low-ranking government officials, to obtain a personal benefit or expedite the performance of usual government action.

8. Politically Exposed Person

The term Politically Exposed Person ("PEP") covers any individual who holds or has held, in the last 5 years, in Brazil or foreign countries, territories, and facilities, any positions, jobs, or relevant public functions. It also includes their representatives, family members, and individuals with whom they may have close relationships.



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For the purposes of this Policy, relatives are family members, in a straight line, up to the first degree, spouses, partners, and stepchildren; and individuals with close relationships are considered (i) natural persons who are known to have companies or joint ownership in legal entities governed by private law or in unincorporated arrangements, which appear as agents, even if by private instrument; and (ii) natural persons who have control of legal entities governed by private law or in unincorporated arrangements, known to have been created for the benefit of a PEP.

9. Gift

Any personal item with commercial value and without promotional or institutional nature, such as a ticket to a concert, sporting event, or a bottle of wine.

10. Integrity Program

Opy has an Integrity Program supported and ratified by senior management and implemented following the best market practices, guided by the parameters established in the anti-corruption legislation and in the guidelines of the national authorities that describe a program of this nature as: *"the set of measures and institutional actions aimed at the prevention, detection, punishment, and remediation of fraud and acts of corruption."*

11. Third Party

All suppliers, service providers, representatives, business partners, subcontractors, consultants, outsourced employees of any nature, as well as any other natural or legal persons acting on behalf or for the benefit of Opy Companies within the scope of a business relationship.

12. Undue Advantage

Undue advantage is any benefit of monetary or non-monetary value, even if of value only to the beneficiary, which is not due by virtue of a legal or contractual obligation or as a result of a position, job, or office.



Anti-Corruption Policy

Prepared by: Demarest Advogados
Approved by: Opy
Date of 1st approval: 08/20/2021
Date of 1st release: 09/13/2021
Revision date: 11/08/2022
Validity: For an indefinite period of time
Version: 2.0

ANNEX I

FORM FOR OFFERING OR RECEIVING FREEBIES, GIFTS, AND HOSPITALITIES

Name of Employee, Director, Committee Member, or Officer:
Position:
Department:
Company or individual who intends to receive or offer the freebie, gift, or hospitality:
Details of the freebie, gift, or hospitality:
Item value (if it is not possible to measure the exact value, indicate an estimated value):
Comments from the Integrity Area:

Applicant's immediate manager

Integrity Area



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ANNEX II

CONFLICT OF INTEREST STATEMENT FORM

Name of Employee/Third Party:	
CPF/CNPJ of the employee or third party:	
(If an Employee) Position of the employee:	
(If a Third Party) Contract object:	
Employee's Department:	
	<input type="checkbox"/> Hiring Relatives (Third parties or Employees) <input type="checkbox"/> Participation in companies and investments <input type="checkbox"/> Government and/or Public Official <input type="checkbox"/> Other situations involving Conflict of Interest
Details of the conflict of interest:	
Comments from the Integrity Area:	

_____, _____

Signature