



## **Code of Ethics and Conduct**

Prepared by: Demarest Advogados  
Approved by: Opy  
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### **CODE OF ETHICS AND CONDUCT**

**OPY HEALTHCARE GESTÃO DE ATIVOS E INVESTIMENTOS S.A.**



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## TABLE OF CONTENTS

- 1. MESSAGE FROM THE MANAGEMENT ..... 5
- 2. OPY PURPOSE, PRINCIPLES, AND VALUES ..... 6
- 3. INTRODUCTION ..... 7
- 4. PURPOSE ..... 7
- 5. INTEGRITY AREA ..... 8
- 6. SCOPE ..... 8
- 7. OPY'S COMMITMENT TO ITS EMPLOYEES, COMMITTEE MEMBERS, DIRECTORS, AND OFFICERS ..... 9
  - 7.1. Hiring people ..... 9
  - 7.2. Use of Opy's material and technological resources ..... 10
  - 7.3. Confidentiality of Information and Privileged Information ..... 10
  - 7.4. Family or affective relationship between employees ..... 10
  - 7.5. Conflict of Interest ..... 10
  - 7.6. Weapons, Consumption of alcoholic beverages, and other controlled substances ..... 12
  - 7.7. Travels ..... 12
- 8. OPY'S COMMITMENT TO THE EXTERNAL PUBLIC ..... 13
  - 8.1. Anti-corruption ..... 13
  - 8.2. Donations and Sponsorships ..... 13
  - 8.3. Freebies, Gifts, and Hospitalities ..... 14
  - 8.4. Integrity of Financial Records and Internal Controls ..... 14
  - 8.5. Relationship with Public Officials ..... 15
  - 8.6. Relationship with Third Parties ..... 16
  - 8.7. Relationship with Competitors ..... 16
  - 8.8. Relationship with Politically Exposed People and Political Parties ..... 17
  - 8.9. Privacy and Data Protection ..... 17



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Version: 2.0

- 9. **OPY'S COMMITMENT TO HUMAN RIGHTS AND THE ENVIRONMENT** ..... 17
  - 9.1. **Equal Treatment and Non-Discrimination** ..... 18
  - 9.2. **Occupational Health & Safety** ..... 18
  - 9.3. **Prohibition of the use of forced and child labor** ..... 18
  - 9.4. **Combating Harassment** ..... 18
  - 9.5. **Environment** ..... 19
- 10. **REPORTING VIOLATIONS** ..... 19
- 11. **INTERNAL INVESTIGATION AND DISCIPLINARY MEASURES** ..... 20
- 12. **INTEGRITY CHANNEL** ..... 20
- 13. **REVISION HISTORY** ..... 20
- GLOSSARY** ..... 22
  - 1.1. **Public Official** ..... 22
  - 1.2. **Private Agent** ..... 22
  - 1.3. **Harassment** ..... 22
    - 1.3.1. **Mobbing** ..... 22
    - 1.3.2. **Sexual harassment** ..... 23
  - 1.4. **Freebies** ..... 23
  - 1.5. **Conflict of Interest** ..... 23
  - 1.6. **Corruption** ..... 24
  - 1.7. **Personal Data** ..... 24
  - 1.8. **Sensitive Personal Data** ..... 24
  - 1.9. **Fraud** ..... 24
  - 1.10. **Hospitality** ..... 24
  - 1.11. **Confidential Information** ..... 24
  - 1.12. **Privileged information** ..... 25
  - 1.13. **Facilitation Payments** ..... 25



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Revision date: 11/08/2022  
Validity: For an indefinite period of time  
Version: 2.0


1.14. Politically Exposed Person ..... 25

1.15. Gift..... 25

1.16. Integrity Program ..... 26

1.17. Third Party ..... 26

1.18. Undue Advantage..... 26

	<b>Code of Ethics and Conduct</b>	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
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## 1. MESSAGE FROM THE MANAGEMENT

The concern with corporate integrity permeates all sectors of the economy, especially the healthcare sector, essential for guaranteeing a citizen's fundamental right. Therefore, we have created this Code of Ethics and Conduct. To look after the healthcare sector so that such a sector can take care of its patients' health, we need to do it correctly and sustainably, and for that matter, we count on your support.

We emphasize the importance of transparency, care, and humanity in interactions with all the people we interconnect with to strengthen the quest for building a more equitable and dignified society. Even taking into account the diversity of interests, operational dynamics, and economic values of people in our ecosystem, one of our main focuses is to protect the best interests of Brazilian society through access to an increasingly efficient healthcare system.

With the Code of Ethics and Conduct, we seek to provide our employees, suppliers, and partners with a document that, comprehensively, serves as a tool to raise standards of governance and reliability regarding the excellence of our performance in the health sector. We also seek to reinforce the behaviors and principles we value and create procedures to combat non-tolerated conduct.

This document applies to all employees, officers, directors, and members of Opy committees. Accordingly, knowing it is the sole responsibility of each one, along with reporting conduct violations that may come to their knowledge.

Opy Executive Board



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## 2. OPY PURPOSE, PRINCIPLES, AND VALUES

Through the Opy Way of Being and Doing things, **we offer infrastructure and non-clinical hospital services to transform hospitals into centers of excellence for patients and healthcare professionals.** The Opy Way of Being is the pillar of our corporate identity and culture. The Opy Way of Doing things reflects how we work and do business and follows our vision of the world and human relationships. The principles and values that guide the Opy Way of Being and Doing things are:

- **We are Empathetic:** We strive to be in the other person's shoes, understanding their point of view, their difficulties, and feelings. So we work to exceed their expectations.
- **We Are Uncomplicated:** Less is more. We think in a sophisticated way, but we act uncomplicated and dynamically, with clarity and focus.
- **We Are Partners:** We managed to do more and better by working together. That is why we value the constructive power of relationships, stimulating an environment where everyone can express their individuality, giving their best for the benefit of all.
- **We do the right thing:** All our work starts with the decision to always do the right thing. Integrity, strict compliance with legislation, and meeting the highest governance and control practices are basic requirements.
- **We do better and better:** The desire to continuously improve and deliver even more is part of our business essence. Every day we ask ourselves: what can be improved in what we do?
- **We do it to transform:** We work to increase accessibility and efficiency in healthcare, transforming the reality of all audiences we engage with for the better.

The Code of Ethics and Conduct is the main guideline for **doing the right thing.** Get to know, practice the rules, and share our **purpose of offering better hospitals to more Brazilians!**



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### 3. INTRODUCTION

Opy Healthcare Gestão de Ativos e Investimentos S.A. (“Opy”) is a company that operates as a platform for managing infrastructure assets and providing non-assistance services in the healthcare sector in Brazil. Considering that Opy operates through public-private partnerships and partnerships with private entities, it is exposed to various risks, including corruption and fraud.

The Anti-Corruption Law provides for the objective liability of companies for acts of corruption committed by employees or third parties who act on their behalf. For this reason, Opy can be held liable for harmful acts committed against national or foreign Governments, even if the Opy Companies have not authorized or are not aware of the occurrence of the improper act.

Focused on the sustainable growth of its business and on strengthening an organizational culture based on ethics, Opy implemented an Integrity Program to combat corruption, business fraud, and other improper conduct. Such Integrity Program also aims to reinforce the importance of a healthy work environment that provides its employees, committee members, directors, and officers with safe, fair, and transparent practices.

Likewise, Opy seeks business partners, suppliers, and service providers who share the same beliefs and principles of integrity and transparency, including in the exclusive relationship between private agents.

The definitions of the terms used herein are in the Glossary attached to this Code of Ethics and Conduct (“Code of Ethics”). Should you have any doubts, please contact the Integrity Area.

### 4. PURPOSE

The purpose of the Code of Ethics and Conduct (“Code of Ethics”) is to establish standards and guidelines to be observed by the employees, third parties, directors, committee members, and officers of Opy and its subsidiaries in all their actions, internally or externally, relationships, negotiations, and processes carried out with third parties, such as suppliers, business partners, and/or service providers.

This Code of Ethics also aims to establish the conducts that Opy expects and those it prohibits, seeking to mitigate the reputational, operational, and financial risks to which it is exposed, and to act to protect all its employees, third parties, members of committees, directors, and officers.

The guidelines of the Code of Ethics are in line with the purpose of Opy and the best national and international governance and integrity practices. Thus, this Code of Ethics is essential for Opy's Integrity Program and for compliance with the laws, rules, and regulations and any updates, which govern Opy's business, in particular:

- Law No. 12,846/2013 (“Anti-Corruption Law”);



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- Decree No. 11,129/2002, which regulates the Anti-Corruption Law;
- The *Foreign Corrupt Practices Act* (“FCPA”);
- The *UK Bribery Act* (“UKBA”);
- Law No. 13,709/2018 (“LGPD”);
- Law No. 8,666/1993 and Law No. 14,133/2021 (“Procurement Law”);
- Other legislation in the host countries of suppliers, third parties, and partners where Opy does business.

In addition, employees holding hierarchical management positions, directors, committee members, and officers must disseminate and demonstrate support for the Code of Ethics among their teams, subordinates, and third parties.

### 5. INTEGRITY AREA

The purpose of Opy's Integrity Area is to disseminate a culture of ethics and integrity in business. With the support of senior management, the Integrity Area seeks to prevent, detect, and remedy risks, especially of corruption and fraud, in Opy's businesses.

Among its responsibilities, the Integrity Area is the guardian of Opy's internal integrity guidelines, including this Code of Ethics and internal policies, such as Anti-Corruption, Donation and Sponsorship, Contracting of Third Parties, *Due Diligence* in Corporate Transactions, and Management of the Integrity Channel.

Likewise, the Integrity Area is responsible for preventing and detecting any conduct in non-compliance with the company's internal guidelines and applicable laws. To this end, the Integrity Area relies on the support and responsibility of all employees, directors, committee members, officers, and third parties to act according to the rules and report any potential misconduct in good faith.

### 6. SCOPE

The Code of Ethics applies to all employees, directors, committee members, and officers of Opy, as well as third-party service providers or suppliers with which the Company does business.





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### **7. OPY'S COMMITMENT TO ITS EMPLOYEES, COMMITTEE MEMBERS, DIRECTORS, AND OFFICERS**

Opy recognizes that a successful company is built by people. Accordingly, all employees, committee members, directors, and officers must commit to maintaining and encouraging an environment of trust, collaboration with open, honest, and respectful communication.

By the same token, everyone must commit to the highest standards of integrity in all their interactions with an Opy employee, supplier, service provider, business partners, committee members, director, and officer. In addition, transparency, ethics, and compliance with Opy's internal rules and applicable laws are essential for developing the company's business.

Harmony and goals common to Opy's purpose must guide the interactions between co-workers. Thus, everyone must fulfill their responsibilities and help others to implement their activities.

Opy does not tolerate, in any way, any discriminatory practice or harassment, of any nature, in the work environment.

All employees, directors, committee members, and officers of Opy must report in good faith any conduct that may be a possible violation of the Code of Ethics and any legislation applicable to Opy's business to the Integrity Area and/or the Integrity Channel.

#### **7.1. Hiring people**

Opy values a work environment that is diverse, fair, and with equal opportunities. The selection processes for hiring and promoting people must be transparent, inclusive, and respectful.

All hiring and development-related activities must be made based on Opy's needs and individual qualifications, always valuing a team with diverse skills, experiences, and perspectives.

We encourage employees, committee members, and directors to refer new professionals to work at Opy. These professionals will always be welcome, and we will guarantee their integration occurs through a recruitment and selection process free of conflicts of interest or any undue favoritism.

The hiring, appointment, and/or promotion of employees, third parties, directors, committee members, and officers must be carried out with reasonable measures to prevent the hiring, promotion, and/or appointment of individuals and companies that represent compliance risks, especially of violation of anti-corruption laws, acting on behalf and/or to the benefit of Opy.

In this regard, the hiring, appointment, and/or promotion of people to management positions at Opy must be preceded by a preliminary analysis by the Integrity Area, which will conduct an integrity



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*due diligence* and issue a report to the Human Resources Area informing if the hiring, appointment and/or promotion poses compliance risks, especially of violation of anti-corruption laws. If the Integrity Area understands that the hiring, appointment, and/or promotion of any individual presents compliance risks and in case of a conflict of opinion between the Human Resources Area and contracting sector, the consent (or not) regarding the hiring, appointment, and/or promotion will be decided at a meeting of the Audit Committee and drawn up in the respective minutes.

### 7.2. Use of Opy's material and technological resources

Opy offers its employees, committee members, and officers the material and technological resources to carry out activities exclusive to Opy, responsibly and only for corporate purposes.

Thus, Opy's employees, committee members, and officers should not expect privacy when using the company's corporate tools. Furthermore, Opy values the conscientious use of its resources and counts on the individual responsibility of its employees, committee members, and officers to prevent any waste or use contrary to Opy's guidelines.

In a like manner, Opy does not tolerate diversion, theft, or use of its material and technological resources for private and/or illegal purposes.

### 7.3. Confidentiality of Information and Privileged Information

All Opy's employees, directors, committee members, and officers must maintain the confidentiality of information to which they have access due to the performance of their duties.

The disclosure of information without the prior and express consent of Opy and the use of privileged information to obtain personal advantages and benefits is prohibited.

### 7.4. Family or affective relationship between employees

The immediate subordination of people who have an affective relationship (dating, common-law marriage, or marriage) or family, up to the third degree of kinship, is expressly prohibited. This prohibition applies both to hiring new employees and to the relationship incidental to the provision of services. Thus, any employee who has a family or affective connection with another employee, director, committee member, or officer is responsible for communicating the fact to his/her manager and the Human Resources Area for the appropriate negotiations.

### 7.5. Conflict of Interest



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Opy's employees, directors, committee members, and officers must avoid situations that could constitute a Conflict of Interest. Examples include acting in capacities in which the employee's performance or influence may generate personal benefits contrary to the interests of Opy or that may expose the company to reputational risks.

A Conflict of interest may occur in different forms and at any moment. Thus, we recommend you contact the Integrity Area whenever a situation may fall under the definition of conflict of interest provided for in this Code of Ethics, even if such a situation is only a potential conflict.

In this regard, the questions below are useful to determine the existence of a Conflict of Interest:

- Was the decision I made for Opy influenced by any kind of personal interest?
- What impression would my decision make to third parties, customers, business partners, or investors?
- And if my decision were made public, how would people react to it?

In the same way, Opy presents examples of situations that may constitute a Conflict of Interest and are not allowed.

- Opy does not allow its employees, directors, committee members, and officers to use working time, facilities, or materials to carry out personal or professional work unrelated to their position in the company. Additionally, formal or informal trade is not allowed within the company's working hours.
- Favoritism or decision-making based on feelings, loyalty, fidelity, as well as personal, loving, or affective relationships to the detriment of Opy's interests is not allowed;
- Opy strictly prohibits prioritizing personal and/or third-party interests in a way that may affect Opy's evaluation capacity at times of negotiation. Opy also disallows receiving amounts and/or obtaining benefits of any nature, even if of value exclusively to the beneficiary, which may be considered a reward in negotiations carried out with Opy;
- Offering and/or receiving privileges of any nature by establishing business relationships with third parties is prohibited, even if of value exclusively to the recipients, 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; and
- External work in conflict with Opy's interests is not allowed.

In addition to the situations listed above, other Conflicts of Interest may occur, and Opy will prohibit them through alignment between the Integrity and Human Resources areas.



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In that context, any situation that potentially or effectively constitutes a Conflict of Interest must be recorded in Opy's internal control and used for auditing purposes. Thus, employees, committee members, and officers must sign the Conflict of Interest Form (“Form”), made available by the Integrity Area and an integral part of the contract signed with Opy.

The Integrity Area, together with the employee's immediate manager and the Human Resources Area, must analyze the forms to assess situations that potentially or effectively constitute a conflict of interest, determining the appropriate treatment, as well as including any recommendations necessary to prevent, restrain, and/or remedy such situations.

Contact your immediate manager, Integrity Area, and/or Integrity Channel if you have any doubts.

For information on Conflicts of Interest with Public Officials, refer to the Anti-Corruption Policy.

### **7.6. Weapons, Consumption of alcoholic beverages, and other controlled substances**

Opy understands that alcoholic beverages, controlled substances, and/or illegal drugs can negatively affect the work environment, the safety of its employees, committee members, directors, and officers, in addition to affecting people's reliability and judgment.

Consequently, Opy does not allow the consumption of alcoholic beverages and illegal drugs in any way that could compromise the performance of activities since this behavior jeopardizes the safety and performance of other employees.

It is expressly prohibited to carry weapons of any kind on Opy's premises, except for security professionals or others duly qualified and authorized to do so.

### **7.7. Travels**

Opy recognizes that to conduct its business, displacements and trips may be necessary on the company's behalf. Thus, Opy establishes rules and procedures applicable to all employees, committee members, directors, and officers to avoid conflicts of interest or misconduct during the period of displacement or travel.

Opy prohibits the funding of travel expenses for Public Officials without the prior and express authorization of the Integrity Area.

Any travel must follow the guidelines of this Code of Ethics and Opy's Travel Policy.



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## 8. OPY'S COMMITMENT TO THE EXTERNAL PUBLIC

### 8.1. Anti-corruption

We adopt a zero-tolerance policy for receiving and offering undue advantages in any commercial interactions, including those carried out with Third Parties in the private scope and with Public Officials anywhere in the world.

Corruption acts include dishonest or illegal behavior, especially on the part of those with decision-making power. Opy also considers bribery, fraud, embezzlement, misappropriation, and the diversion of public funds as acts of corruption.

Likewise, Opy does not tolerate the abuse of dominant power and excessive pressure with abusive and/or unattainable goals that may expose the company to the risk of committing business fraud. In addition, any misrepresentation of goals and results and the misuse of company information are other examples of fraud in the workplace that are in no way acceptable to Opy.

Given the topic's relevance and to make it easier for everyone to understand, Opy has specific rules and procedures dedicated to combating corruption in its Anti-Corruption Policy.

Additionally, making Facilitation Payments, in any situation, and offering to and/or receiving any gifts from Public Officials, are expressly prohibited.

Thus, the questions below should be used by employees, third parties, directors, committee members, and officers of Opy when making decisions on behalf of the company:

- Is the decision correct for Opy?
- Is it consistent with Opy's principles and values?
- Is it legal?
- Is it consistent with this Code of Ethics and other rules and policies applicable to Opy?
- Could it negatively affect Opy's name if the decision becomes public?
- Would I be willing to become personally responsible for this decision?
- Is my decision based on official Opy information and documents?

### 8.2. Donations and Sponsorships

Opy makes it possible to carry out Donations and Sponsorships, provided they comply with applicable laws, Opy's internal guidelines, and its Integrity Program.

In this sense, Opy allows Donations to non-profit, charitable, and/or philanthropic entities and Sponsorships, which consideration is the promotion of the Opy brand.



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Opy expressly prohibits, among others, Donations and Sponsorships that have (i) illegal purposes; (ii) personal purposes or that the beneficiary is someone to whom this Policy applies, as it constitutes a conflict of interest under the terms of this Code of Ethics and the Anti-Corruption Policy; (iii) are directed to any Public Official or family member/close person<sup>1</sup> aiming to receive any undue advantage, as well as those directed to legal entities directly or indirectly controlled by a Politically Exposed Person (“PEP”), Public Officials, or governmental authority.

Any Donation or Sponsorship must only be carried out in accordance with this Code of Ethics and the specific rules and procedures established in the Donations and Sponsorship Policy.

In order to reinforce the commitment to ethics and transparency in its business, the donations made by Opy will be publicly disclosed.

### 8.3. Freebies, Gifts, and Hospitality

Offering and receiving freebies, presents, and hospitality, even when they appear to be expected in the corporate environment, can lead to corrupt practices and conflicts of interest.

Accordingly, offering or accepting such benefits must occur in a clear, transparent manner. In addition, its purpose shall not be that of influencing, generating undue expectations or advantages by employees, committee members, directors, and officers of Opy regarding commercial decision-making.

Furthermore, accepting or offering gifts, entertainment, and hospitality must always comply with applicable law, local customs, and the corporate policy of the giver and recipient.

In this sense, Opy prohibits offering, accepting, or promising any gifts, entertainment, and hospitality to disguise or omit an undue advantage to Public Officials, PEPs, Private Agents, or any third party to obtain or maintain business or benefits for Opy or oneself.

On the other hand, offering, accepting, or promising any gifts, entertainment, and hospitality to Private Officials will be allowed if Opy's integrity guidelines and the limit of up to three hundred Reals (BRL300.00) are observed.

### 8.4. Integrity of Financial Records and Internal Controls

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<sup>1</sup> Under this Code of Ethics, relatives are family members, in a straight line, up to the first degree, spouses, partners, and stepchildren; and individuals with close relationships are (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 Public Official.



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Opy follows the strictest accounting standards, observing the best market practices and applicable legislation. Therefore, improper, dubious, or fraudulent accounting entries made to conceal, disguise, or cover up illegal payments are prohibited. Thus, the following guidelines must be followed:

- Books and records must be kept completely, accurately, and truthfully. They must also be prepared on time and as per applicable rules and standards;
- Opy's internal control guidelines and processes must be followed;
- Only correct and complete information should be provided for financial reporting purposes;
- Accounts and records must include all data, certificates, and other materials provided for inspection, audit, and accountability purposes;
- Clear and precise information about the tax situation and strategy, as well as the commercial activities carried out by Opy, must be duly reported to the tax authorities; and
- The financial statements must be audited annually by independent auditors duly registered with the Brazilian Securities and Exchange Commission, according to Opy's bylaws.

Similarly, all expenses must be adequately described and recorded in Opy's 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.

Payment of any expenses on behalf of Opy 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.

### 8.5. Relationship with Public Officials

Among its areas of operation, Opy conducts new businesses and enters into public-private partnerships. Thus, Opy recognizes that it is natural to its business to participate in bidding processes and execute public contracts, always guided by integrity and compliance with applicable laws.

Consequently, Opy not only does not tolerate corruption but also expressly prohibits behaviors directly or indirectly barred by law:

- 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;





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- Fraudging public bidding or contract arising thereof;
- Creating, fraudulently or irregularly, a legal entity to participate in bidding processes or 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.

In this respect, Opy advises its employees, committee members, directors, and officers to seek prior guidance from the Legal and Integrity areas whenever a new business arises or contracts with public entities are renewed.

The prohibitions set forth herein are also valid for conducting business with Private Agents.

For more details on this item, refer to the Anti-Corruption Policy.

### 8.6. Relationship with Third Parties

Opy recognizes that Third Parties are essential to assist in conducting its business. For that matter, Opy also acknowledges the risks to which the company is exposed by having Third Parties acting on its behalf or providing services within its premises.

Thus, Opy seeks to do business with Third Parties that share the same integrity concerns and comply with the guidelines established in this Code of Ethics and other company's policies, especially those of anti-corruption, respect for human rights, and social and environmental responsibility.

The relationship between Opy's employees, directors, committee members, and officers with Third Parties must not have the purpose of generating or obtaining undue advantages for Opy, for themselves, or others. Accordingly, the formalization of a business relationship between Opy and a Third Party must be guided by this Code of Ethics and as per the specific rules and procedures established in the Third-Party Hiring Policy.

### 8.7. Relationship with Competitors

Opy's employees, third parties, directors, committee members, and officers must follow the applicable competition and free trade laws and guidelines. In addition, it is expressly prohibited to enter into agreements or arrangements with competitors to artificially fix prices or quantities of





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products and services, dividing and controlling markets, and any other practice aimed at limiting, preventing, or harming free competition.

In this context, Opy prohibits any communications between its employees and its competitors on the following topics:

- Prices, price components, or other conditions;
- Division of scope of operation in the market, customers, or territory;
- Production capacity and volume, or quotas;
- Corporate strategies, such as sales strategies, product developments, and investments; and
- Offers and proposals aimed at defrauding, tampering with, or in any way interfering in a bidding process and/or execution of business between Private Agents (unless expressly authorized by the Legal Department and the Integrity Area concerning a specific business model).

### 8.8. Relationship with Politically Exposed People and Political Parties

Business relationships between employees, directors, committee members, and officers of Opy and political parties and/or Politically Exposed Persons must be free from partisan bias. They must occur only in the context of supporting legitimate business objectives, in strict compliance with the provisions of current legislation and this Code of Ethics.

### 8.9. Privacy and Data Protection

Opy requires its employees, directors, committee members, and officers to handle personal data and sensitive personal data in the performance of their duties with care and responsibility, respecting the privacy of individuals under the terms of the Data Protection Law (LGPD).

Any data processing, whether personal or sensitive, must be governed by the principles of the LGPD, whatever their (i) purpose; (ii) adequacy; (iii) need; (iv) free access; (v) data quality; (vi) transparency; (vii) security; (viii) prevention; (ix) non-discrimination; and (x) liability and accountability.

Given the topic's relevance and to make it easier for everyone to understand, Opy has specific rules and procedures dedicated to data protection in its policy. Accordingly, all employees are responsible for knowing and complying with its terms.

## 9. OPY'S COMMITMENT TO HUMAN RIGHTS AND THE ENVIRONMENT

Opy is committed to complying with human rights, fundamental rights of workers, environmental protection, and social responsibility. Through its Human Rights Policy, the Company reaffirms its



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commitment to respect and promote the protection of human rights in its operations and supply chain, sharing its values and principles with its suppliers and partners.

### 9.1. Equal Treatment and Non-Discrimination

Opy fosters and supports diversity in its corporate environment and is committed to hiring, offering work opportunities, and promoting the development of its employees in a fair, impartial, and free from discrimination manner.

Opy prohibits discrimination, in any form, based on sex, race, origin, color, ethnicity, nationality, religion, marital status, family status, sexuality, gender identity, age, and/or physical condition, among others.

### 9.2. Occupational Health & Safety

Opy prioritizes the protection of the health and safety of its employees and endeavors to mitigate the occurrence of accidents and provide a healthy corporate environment for them.

In this sense, employees must use all safety equipment correctly and diligently to perform their duties and observe the regulations and standards to ensure their safety.

Likewise, Opy also values the safety and well-being of all those who go to its premises and subsidiaries. Thus, Opy does not tolerate in any way the abuse of dominant position and/or use of physical force by its employees, committee members, directors, officers, and Third Parties as a form of conflict resolution or in any other situation.

### 9.3. Prohibition of the use of forced and child labor

Opy expressly prohibits the use of forced and child labor under any circumstances. With this in mind, under the terms of current legislation, the use of child labor will be authorized only in the condition of apprentices in the Opy work environment.

This prohibition is also applicable to Third Parties conducting business with Opy. As a result, Opy undertakes not to contract or immediately terminate any contracts with Third Parties in violation of this rule

### 9.4. Combating Harassment



## Code of Ethics and Conduct

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To ensure a fair and respectful work environment, Opy does not tolerate any kind of harassment (verbal, physical, sexual, or psychological), threat, or intimidation in the workplace, promoting periodic training on the subject.

### 9.5. Environment

Protecting the environment is a priority for Opy and a duty of its employees, committee members, directors, officers, and third parties. Hence, sustainability is an indispensable condition for long-lasting business and the success of Opy. To this effect, Opy is committed to protecting the environment, promoting awareness actions by everyone who works in its industry, including its Third Parties.

Opy undertakes to fully comply with current environmental legislation and applicable regulations and promote the protection of the environment through its actions and initiatives. Additionally, Opy encourages its Third Parties to participate in initiatives focused on the sustainability of their respective businesses, promoting the protection of the environment, and demanding compliance with current environmental legislation and applicable regulations.

## 10. REPORTING VIOLATIONS

Compliance with this Code of Ethics is expected from all employees, third parties, directors, committee members, and officers when acting on behalf of Opy or in defense of its interests. Each employee, third party, director, committee member, or officer will be responsible for complying with this Code within their respective sector.

As a result, employees, third parties, directors, committee members, and officers must report any violation or suspicion of violation of this Code of Ethics or applicable law. Should you have any doubts about possible non-compliance with the abovementioned guidelines, contact the Integrity Area for guidance or use the Opy Integrity Channel, as detailed in item 12 below.

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

Failure to report a known violation, even if only suspected, of Opy's conduct guidelines or the applicable legislation will give rise to the adoption of disciplinary measures, including dismissal and/or termination of the contract with cause.



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### 11. INTERNAL INVESTIGATION AND DISCIPLINARY MEASURES

In the event of non-compliance with this Code of Ethics, corrective and disciplinary actions will be promptly taken according to Opy's Integrity Program. In addition, under the terms of the labor legislation in force, Opy may apply warning, suspension, and dismissal measures with or without cause.

Furthermore, any corrective or disciplinary action that Opy may take within the scope of its rules of conduct will not exempt the employee, third party, director, committee member, or officer from any administrative, civil, and/or criminal sanctions resulting from any legal violation.

### 12. INTEGRITY CHANNEL

Opy encourages its employees, directors, committee members, officers, and the general public to report in good faith to the Integrity Channel any conduct that may be contrary to this Code of Ethics, other internal rules of Opy, and applicable legislation.

Information can be given in confidentially and anonymously through the following channels:

- Phone: 0800 792 1001
- Internet: <https://www.canalconfidencial.com.br/opyhealth/>
- Email: [integridade@opyhealth.com.br](mailto:integridade@opyhealth.com.br)

Opy will examine all grievances, take the necessary measures, and guarantee the due process and full defense of the alleged offender under the terms of the law.

Opy does not condone any type of retaliation against whistleblowers, and any violations regarding the prohibition of retaliation will be duly addressed and may result in dismissal with cause.

### 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.

Revision	Description
01	Elaboration and implementation of the Code of Ethics.



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02  
(11/08/2022)

Adjustments to items 2, 4,  
8.2, 8.6, and 9.4



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### GLOSSARY

#### 1.1. 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.

#### 1.2. Private Agent

The term Private Agent covers any person who acts as an employee, representative, committee member, advisor, or officer in companies, entities, or organizations not controlled, even indirectly, by the Government.

#### 1.3. Harassment

There are several modalities of harassment, but it can be described as the practice of acts that may offend a person's dignity in the workplace. The act of harassment may include but is not limited to: offensive jokes, derogatory nicknames, swearing, insults, threats, physical aggression, exclusion, humiliation, ridicule, interference with work performance, etc.

##### 1.3.1. Mobbing

Mobbing is the exposure of individuals to embarrassing situations, repetitively and prolonged, during their professional activities. It is a behavior that harms the individual and can put their health, physical and mental, at risk, being detrimental to the work environment. Therefore, mobbing is considered an unlawful act under the terms of the Brazilian Civil Code, which sets forth that "*anyone who, by voluntary action or omission, negligence or recklessness, violates the law and causes harm to others, even if exclusively moral, commits an unlawful act.*"



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Mobbing can be practiced (i) by the manager in relation to the subordinate(s), (ii) by the subordinate(s) in relation to the manager, and (iii) between individuals at the same hierarchical level. Below are some examples of attitudes considered mobbing: (i) withdraw the employee's autonomy or always contest their decisions; (ii) ignore the presence of the person being harassed, addressing only other employees; (iii) yelling or speaking disrespectfully; (iv) delegate tasks that cannot be fulfilled or set incompatible deadlines for the completion of work; (v) excessive surveillance, among others.

### 1.3.2. Sexual harassment

According to the International Labor Organization (“ILO”), sexual harassment consists of “*acts, insinuations, forced physical contacts, impertinent invitations, provided that they present one of the following characteristics: being a clear condition for keeping a job; influencing the career promotions of the harassed person; harming professional performance, humiliating, insulting or intimidating the victim; threatening and making victims relent for fear of reporting the abuse; and offering of growth of various types or that disfavors victims in academic and labor environments, among others, and those which performance rely on something in return, such as enabling intimacy to be favored at work.*”

Article 216 of Brazilian Executive Order No. 2,848/1940 (Penal Code) defines sexual harassment as “*constraining someone to obtain sexual advantage or favor, with the agent prevailing in the position of hierarchical superior or command inherent in the exercise of employment, position or role.*” Thus, the request for sexual favors, even if only verbal, using hierarchical position or position of command as a form of intimidation or with promises of professional advantages is considered sexual harassment.

Likewise, sexual harassment can be committed between individuals at the same hierarchical level, as long as there is a sexual constraint and no victim's consent.

### 1.4. 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.

### 1.5. Conflict of Interest

According to the Brazilian Institute of Corporate Governance (“IBGC”), a conflict of interest



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occurs “when a person involved in a decision relevant to the organization to which he 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.”

### 1.6. 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.

### 1.7. Personal Data

Information related to an identified or identifiable natural person.

### 1.8. Sensitive Personal Data

When linked to a natural person, any personal data about racial or ethnic origin, religious belief, political opinion, union membership or organization of a religious, philosophical, or political nature, data relating to health or sexual life, genetic or biometric data.

### 1.9. Fraud

Fraud is any act performed to mislead or keep someone in error through words, actions, and/or falsification of information and documents to obtain undue advantage for themselves or others.

### 1.10. 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.

### 1.11. Confidential Information





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Any information obtained in the exercise of one's duties and which must be kept confidential

### 1.12. Privileged information

Any relevant information about Opy and its subsidiaries not yet disclosed to the market, capable of providing an undue advantage to a particular person or others by trading securities in their name or on behalf of third parties. Examples of privileged information include information on the purchase and sale of companies, bonds or securities, initial public offerings (IPO). Concerns about the use of privileged information are more sensitive to Opy and can be considered a crime.

### 1.13. *Facilitation Payments*

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

### 1.14. 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.

Under this Code of Ethics, relatives are family members, in a straight line, up to the first degree, spouses, partners, and stepchildren; and individuals with close relationships are (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 Public Official.

### 1.15. 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.



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### 1.16. 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."*

### 1.17. 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 within the scope of a business relationship.

### 1.18. 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.