



THIRD PARTY HIRING AND MANAGEMENT POLICY

Prepared by: Demarest Advogados
Approved by: Opy
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1. INTRODUCTION

Opy Healthcare Gestão de Ativos e Investimentos S.A. ("Opy") understands the risks to which it is exposed, especially the risk of hiring Third Parties to act on its behalf and/or to provide services that impact the businesses and activities of Opy and its subsidiaries (jointly referred to as "Opy Companies").

In this sense, Opy Companies seek to do business with Third Parties who share the same ethics and integrity commitments and comply with the guidelines established in Opy's Code of Ethics and Conduct ("Code of Ethics"), which also applies to Third Parties.

Opy Companies can be held liable under Law No. 12,846/2013 ("Anti-Corruption Law") 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 Opy Companies, 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 AND SCOPE

The purpose of the Third Party Hiring and Management Policy ("Policy") is to complement the Purchasing Policy to establish additional rules and guidelines to be observed by employees, directors, and officers of Opy Companies, in all actions, negotiations, and processes carried out before Third Parties, such as suppliers, business partners, and/or service providers

For the purposes of this Policy, Third Parties are 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 private business relationship.

This Policy is also intended to (i) prevent and manage situations where potential undue advantages can be offered or accepted, aiming to mitigate reputational, operational, and financial risks to which Opy Companies may be exposed, safeguarding all its employees, Third Parties, directors and officers; (ii) prevent the association of the Opy brand with Third Parties that may pose reputational risks to the Company, discrediting or negatively compromising its image in the market; and (iii) enable sustainable and efficient management of the entire chain of Third Parties with which Opy Companies have a relationship.



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This Policy applies to all employees, directors, committee members, and officers of Opy Companies and all Third Parties willing to conduct business, within the private scope, with Opy Companies. For guidelines on interaction with Public Officials in the context of bidding processes and contracts, refer to the Anti-Corruption Policy and, in case of doubt, contact the Integrity Area through the data available in the **Integrity Channel** item below.

3. GLOSSARY

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

4. GUIDELINES

The relationship between employees, directors, committee members, and officers of Opy Companies with Third Parties must not have the purpose of generating or obtaining undue advantages for Opy Companies, for oneself, or others. In addition, Opy Companies must not establish a business relationship with certain Third Parties when the factors involved in the intended contracting may pose reputational risks to Opy Companies.

For governance purposes concerning this Policy, Third Parties are classified as (i) Critical and (ii) Non-Critical.

Under this Policy, Critical Third Parties will be those who have the following characteristics:

- a) Criticality due to the contract amount: Third parties whose contract amount with Opy Companies starts at five hundred thousand Reals (BRL500,000.00) per year;
- b) Criticality due to Political Exposure: Third parties considered Politically Exposed Persons or those who have Politically Exposed Person or Public Officials as partners, members, or shareholders, regardless of the contract amount; and
- c) Criticality for the Representation of Opy Companies before Public Officials: Third parties hired to obtain licenses, authorizations, permissions, and certificates from the Public Authorities, as well as any Third Party that, for other reasons, needs to represent Opy Companies before Public Officials

Due to the amounts involved in the hiring and/or in the Third Party's profile, the Critical Third Parties will be subject to an analysis of compliance and integrity to be conducted by the Integrity Area. Non-Critical Third Parties, in turn, will be those whose contract amount does not exceed five hundred thousand Reals (BRL500,000.00) per year and do not involve the subjects mentioned in letters "b" and "c" above.



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The guidelines that govern the relationship and contracting with Non-Critical Third Parties are duly provided in Opy's Purchasing Policy, which aims to ensure the inviolability of the contracting decision-making process, transparency, standardization, and control of related processes documentation.

Therefore, before formalizing a business relationship with any Third Party classified as Critical, Opy Companies will conduct an integrity *due diligence*, which description is presented in the items below, including the completion, if requested by the Integrity Area, of "Annex I - Third-Parties *Due Diligence* External Questionnaire ("Annex I – Questionnaire"). The performance of the *due diligence* process by the Integrity Area does not exclude the need to carry out the procedures provided for in the Purchasing Policy, which will be mandatory for any contracting with Third Parties.

4.2 Hiring a Public Official or Politically Exposed Person ("PEP")

The hiring of individuals or legal entities that have Public Officials or PEP as members, managers, officers, and/or shareholders must be approved by the Integrity Area and by the Non-Executive Directors after the issuance of the integrity *due diligence* report established in the **Procedures and Recommendations** item.

4.3 Hiring Third Parties to obtain licenses, authorizations, permits, and certificates

Hiring Third Parties to obtain licenses, authorizations, permits, and certificates from the Government must be approved by the Integrity Area and the Non-Executive Directors after issuing the integrity *due diligence* report established in the **Procedures and Recommendations** item.

5. WARNING SIGNS

When contracting and working with Third Parties, Opy Companies must be practical in circumstances that signal risks of associating their image with disreputable people or companies that could damage the reputation of Opy Companies. Such events include but are not limited to cases of corruption or situations that suggest the possibility of an illegal payment by a Third Party. The circumstances described above are commonly called "warning signs" or "*red flags*" and indicate the need for robust investigation and prevention measures. However, except for cases involving crimes, not all *red flags* necessarily mean that the relationship with the Third Party cannot continue. Accordingly, the Integrity Area is responsible for thoroughly analyzing all the circumstances and risks linked to the contract. See below some examples:

- A background check reveals a questionable track record or that the third party has a dubious reputation.
- Third Party operates in a different line of business than that for which it is being hired;



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- The contract vaguely describes the services to be provided, and there are no specifics about the activity that will be performed;
- The Third Party is appointed by a Public Official or by the end customer, especially the one with discretionary authority over the business in question;
- The Third Party opposes anti-corruption clauses and conditions in its contracts and business relationships;
- The Third Party has a close personal or family relationship¹, or a business relationship, with an employee or relative of any employee, director, and/or officer of any of the Opy Companies;
- The Third-Party requests contractual terms or forms of payment, such as payment in cash, in another country's currency, in a foreign country, or to a specific account or in the name of another individual or legal entity;
- Third-Party requests payment urgently or in advance;
- The Third-Party sends invoices above the amounts specified in the contract without cause;
- *Due diligence* does not evidence that the Third Party performs any activity, allowing the suspicion of being a shell company or having any other questionable corporate structure;
- The only qualification that the Third Party brings to the enterprise is the influence with Public Officials;
- Third-Party requires its identity or, if Third Party is a company, the identity of the Company's owners, officers, or employees, is not disclosed;
- The Third-Party commission or fee exceeds the "current fees";
- Lack of transparency in Third-Party expenses and accounting records; and/or
- The transaction involves a country known for corrupt payments or other illegal financial transactions.

6. PROCEDURES AND RECOMMENDATIONS

¹ 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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6.1. Integrity *Due Diligence*

The integrity *due diligence* process must precede the hiring of any Critical Third Parties and is essential for formalizing the business relationship with Opy Companies. The analysis of Non-Critical Third Parties will be carried out in accordance with the Purchasing Policy, given the low potential for reputational risks to Opy Companies within the scope of the commercial relationship. This will ensure proper governance in contracting with certain Third Parties without jeopardizing the daily purchase flows of Opy's subsidiaries or making their business unfeasible.

For Critical Third Parties, the following steps must be followed:

- a) If requested by the Integrity Area, the Critical Third Party must complete Annex I - Questionnaire after submission by the hiring department.
- b) Analysis of Annex I - Questionnaire by the area responsible for hiring and by the Integrity Area.
- c) The Integrity Area must conduct *due diligence* (including the Company and its key personnel concerning relevant government sanctions and restrictive lists).
- d) The Integrity Area will issue a report with the *due diligence* results and its analysis of the information provided by the Critical Third Party in Annex I – Questionnaire. Furthermore, the report will contain the Integrity Area's recommendations and justifications regarding the hiring or not of the Third Party and any advice that the hiring area should adopt to minimize potential identified risks.
- e) If the Integrity Area issues the report unfavorable to the hiring of the Critical Third Party or if reputational, financial, and/or operational exposure risks are identified for the Opy Companies preventing the intended hiring, the unfavorable report must be forwarded to the Audit Committee for respective analysis and decision, within five (5) calendar days, as to the possibility of hiring the Critical Third Party.
- f) Likewise, for cases in which the Third Party is implicated in government public records and whose hiring may prevent Opy Companies from participating in bidding processes or entering into contracts with the Government, the Integrity Area report must be sent to the Non-Executive Directors and to the Audit Committee for the respective analysis and decision regarding the possibility of hiring the Third Party.
- g) The Integrity Area report will be signed by the hiring area and Opy's Integrity Area, when analysis and deliberation are not required, as established in items "e" and "f" above.

6.2. Hiring and compensation



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The hiring of any Third Party must always be preceded by the execution of a private contract, except in cases previously and expressly approved by the Legal Department.

The compensation to be paid by the Opy Company to the Third Party must be detailed in the contract or the specific document entered into between them, and any changes to such compensation must be subject to a contractual amendment, previously validated by the Legal Department.

In addition, the payment related to the compensation must be made, as a rule, by bank transfer or deposit in an account held by the Third Party, being expressly prohibited the payment in kind, as well as the use of anonymous accounts or accounts not maintained by the Third Party.

6.3.Subcontracting

The Critical Third Party must not subcontract, transfer, or convey any of its obligations without the prior and express consent of Opy and especially the Integrity Area. If Opy grants such authorization:

- The Critical Third Party will continue to be fully responsible for the performance of its obligations and compliance with the guidelines outlined in the Policy;
- The Critical Third Party will be solely responsible for all costs related to subcontracting; and
- The Critical Third Party will observe the subcontractor's compliance with this Policy and Opy's Code of Ethics. In addition, in case of a provision setting forth the whole or partial subcontracting of the services, the department interested in hiring the Critical Third Party must communicate this fact to the Integrity Area so that the latter may assess any need to conduct prior integrity *due diligence* of the subcontractor.

6.4.Anti-Corruption Clause

All contracts entered into between Third Parties and Opy Companies must include the Anti-Corruption Clause contained in Annex II of this Policy. The alteration or modification of said clause may only occur with the prior and express consent of the Legal Department and the Integrity Area.

7. THIRD-PARTY MANAGEMENT

Upon hiring a Third Party, Opy must continuously monitor the activities and expenses involved in the contract to ensure the alignment of sustainability principles and values with its supply chain. In addition, Opy will monitor de Third Party as to the provision of legitimate services and compliance with all laws and Opy policies. To stay protected, Opy must:



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- Review the documentation or payment justification before actually paying that expense or invoice;
- Make sure the contract or other relevant documentation supports all charges or fees;
- Question unusual or excessive charges; and
- Refuse to pay the Third Party and notify the Integrity Area in case of suspicion that the Third Party has made or will make illegal or questionable payments.

8. ANNUAL INTEGRITY VALIDATION

The Integrity Area is responsible for continuously monitoring the business relationship with Critical Third Parties, complementing the work already carried out by the manager of each contract, aiming to identify possible red flags that may have arisen since the approval of the initial *due diligence*. Thus, the Integrity Area will carry out, during the year, an audit of the contracts entered into with Critical Third Parties in light of the following assumptions:

- a) The audit will be conducted throughout the year to **all** contracts with critical third parties (i) that have received from Opy companies, during the twelve (12) months prior to the analysis, payments in **value equal to or greater than one million Reals (BRL1,000,000.00)**, or (ii) that have been classified as critical by reason of the profile of the Third Party (**PEP or representing Opy companies before public officials**).
- b) The analysis of the Integrity Area will include updating the *due diligence* on the Critical Third Party, as well as verifying the effective delivery of materials or performance of the contracted services, which may take place through an interview with the contracting areas and request for submission of evidence;
- c) In December of each year, the integrity area will issue a report that must be approved by the Audit Committee, including information on the audits carried out in that year.

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. In addition, each employee, director, committee member, or officer will be responsible for complying with these policies within their respective sector.

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. If you have any questions about non-compliance with the instruments mentioned above, contact the Integrity



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Area for further guidance or use the Opy Companies Integrity Channel, which allows you to give information anonymously 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

10. INTERNAL INVESTIGATION AND DISCIPLINARY MEASURES

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. EXCEPTIONS TO THE POLICY

In the exceptional case in which non-compliance with this Policy is excusable as to an Opy employee, director, committee member, 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 take the appropriate measures, always aiming to defend Opy Companies' best interests.

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.

12. 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.

- November 2022: Critical Third Party classification levels were revised, in addition to procedures for the annual audit of contracts.



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GLOSSARY

1. Public Official

The term Public Official covers any person employed or with powers 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 government 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, committee member, advisor, or officer in companies, entities, or organizations not controlled, even indirectly, by the Government.

3. 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.

4. 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.

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.



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5. 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."*

6. 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.



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ANNEX I

THIRD PARTIES DUE DILIGENCE EXTERNAL QUESTIONNAIRE

Name/Corporate Name:
CNPJ/CPF:
Phone:
Address:
Describe the object of the contract:
Does the Company have shares listed on the stock exchange? If so, on which and for how long?
How many employees does the Company have?
Has the Company been referred to Opy (or its subsidiary) by a third party or employee? If so, please provide details.
Does the Company have a code of conduct and a whistleblowing channel? If so, please send us the code and link to access the channel.
Does the Company conduct compliance training, especially with an anti-corruption focus, for its employees? If so, please provide details.



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Indicate the names and titles of all employees who will oversee the services to be provided to Opy (or its subsidiary).

Regarding the payment of services provided, is there any advance or reimbursement of expenses foreseen? If so, please provide details.

Are there any plans to pay amounts related to special commissions or success fees? If so, please provide details.

Does the provision of services require any kind of payment to be made to third parties (private and/or public entities) on behalf of Opy (or its subsidiary)? If so, please provide details.

Will the Company maintain interactions with Public Officials² or Politically Exposed People³ on behalf of Opy (or its subsidiary) or due to the services provided? If so, please provide details.

² The term Public Official covers any person employed or with powers of performance granted by a public authority. This includes all government employees and employees of non-governmental institutions considered to be government 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.

³ 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. For the purposes of this Policy, relatives are family members,



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Will there be the participation of subcontractors and/or external representatives in the scope of the services to be provided to Opy (or its subsidiary)? If so, provide the name/corporate name, CPF/CNPJ, and describe the activities they will carry out.

Does any partner, shareholder, director, administrator, employee, or representative of the Company maintain or have had any kind of relationship with Opy (or its subsidiary)? If so, please provide details.

Does any Public Official or Politically Exposed Person have or have had any kind of equity interest or hold relevant positions in the Company? If so, inform their name, position, the period they held office, and describe the type of equity interest owned.

Does any employee or officer of the Company hold office and/or own or have an ownership interest in other companies? If so, provide the name, title, and describe the type of relationship with the other Company.

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.



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Provide the names of all members of the Board of Directors, Non-Executive Directors, and other individuals or legal entities that hold a significant shareholding in the Company (5% or more).

Is there any situation and/or relationship that, directly or indirectly, may generate a conflict of interest⁴? If so, please provide details.

In the past five years, has the Company or any partner, shareholder, director, officer, administrator, manager, or any employee or third Party of the Company (including distributors and commercial sales partners) been investigated, prosecuted, or convicted of corruption, fraud to bidding and public contracts, or money laundering? If so, please provide details.

Is there any reason to believe that the Company will breach Opy's Code of Ethics and Conduct, especially in relation to anti-corruption laws? If so, please provide details.

Do you represent and attest that the answers given to the above questions are accurate, complete, and according to the best of your knowledge? The information provided herein will be used to determine the Company's suitability for Opy's Integrity Program.

⁴According 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 any other nature, such as those arising from personal relationships with counterparties involved in the decision in question.*"



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Do you agree to immediately report to Opy any material changes to the information provided above, under penalty of termination of any contract entered into with Opy (or its subsidiary)?

Full Name:

CPF (Individual Taxpayers' Registry):

Position:

_____, _____

Signature



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ANNEX II

ANTI-CORRUPTION CLAUSE

"XX - ANTI-CORRUPTION CLAUSE"

*XX.1 **CONTRACTOR** represents to be aware of and understand the content of **Opy's** Code of Business Conduct and undertakes to respect the standards and principles established therein in all its material aspects, as well as to ensure equal compliance by all its officers, employees, agents, third parties, and subcontractors involved in fulfilling the obligations under this Agreement.*

*XX. 2. **CONTRACTOR** will conduct its business ethically within the scope of this Agreement, observing the strictest precepts of good faith, integrity, and honesty, also avoiding situations that may constitute potential conflicts of interest.*

*XX.3 **CONTRACTOR** represents that it complies, and will continue to comply, with all laws, rules, agreements, and conventions applicable to this Agreement and its activities, considering any legislative updates, including, but not limited to, the terms and conditions of (i) the Brazilian Anti-Corruption Law (Law No. 12846/2013) and its complementary regulations; (ii) the Law of Misconduct in Public Office (Law 8429/1992); (iii) the Procurement Law (Law No. 14.133/2021); (iv) crimes against the Government provided for in the Brazilian Penal Code; (v) Money Laundering Crimes Law (Law No. 9,613/1998); and (iv) applicable foreign anti-corruption legislation, in particular, but not limited to, the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.*

*XX.4 **CONTRACTOR** and its legal representatives undertake not to give, offer, pay, promise, as well as not to allow, accept or request, directly or indirectly, any amount (in national or foreign currency) or any object/benefit of value, in the form of donation, compensation, financial or non-financial advantages, or benefits of any kind that consist of an illegal or corrupt practice under the legislation mentioned above, to any governmental authority, consultants, representatives, partners, or third parties, aiming to influence an act or decision of a public official or the Government, or even to ensure the receipt of any undue advantage and/or directing business to any person, company, and/or government entity.*

*XX.5. **CONTRACTOR** is solely responsible for any breach of this Clause and shall indemnify, defend, and hold **Opy and its subsidiaries** harmless from any loss, cost, or liability arising from such breach. **CONTRACTOR** agrees to notify **Opy and its subsidiaries** forthwith by e-mail: integrity@opyhealth.com.br in the event of any violation or suspected violation of the provisions of this Clause.*

*XX.5.1. In relation to any indemnity resulting from damage deriving from any non-compliance with the provisions of this Clause, the limitation of liability established in Section **XX** of this Agreement will be disregarded.*

*XX.6. Any breach of the provisions of this Clause shall be grounds for immediate termination with cause of this Agreement by **Opy and/or its subsidiaries**, regardless of prior notification sent to **CONTRACTOR**.*



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Version:	2.0

*XX.7. **Opy and its subsidiaries** may, at any time, upon notice sent five (5) business days in advance, audit the Contractor to verify compliance with the anti-corruption conditions established in this clause, as well as other conditions that may give rise to any compliance risk for the **Opy and its subsidiaries.**"*