

MESSAGE FROM THE EXECUTIVE BOARD

On July 6, 2020, Amendment No. 1 to the Sponsored Concession Agreement No. 015/2013 was signed between Concessionária Linha Universidade S.A. and the Secretary of State for Metropolitan Transport - STM ("Government"), with the Concessionaire being responsible for the execution of the São Paulo Metro Line 6-Orange Project. It is the largest infrastructure project in Latin America in the Public Private Partnership - PPP modality, which includes 15 km of line and 15 stations that will connect the center of the capital to Brasilândia, creating more than 9,000 jobs. With a 24-year concession contract between construction and operation, it will serve an expected flow of more than 600,000 people per day.

The CONCESSIONÁRIA LINHA UNIVERSIDADE, as an essential public service provider, relates to several public administration bodies, in addition to the community itself. Thus, acting in accordance with ethical guidelines and in an environment of integrity is a constant concern of the LINHA UNIVERSIDADE, which conducts its work with cordiality, transparency, commitment to quality service, environmental awareness and compliance with current rules and laws.

This Code of Ethics and Conduct is applicable to all administrators, directors and employees who participate in the activities of the LINHA UNIVERSIDADE. Likewise, the LINHA UNIVERSIDADE expects its suppliers, business partners and service providers to act in the same way and act within the law and ethically, observing the Concessionaire's mission of being a reference in subway management in the city of São Paulo.

Given the relevance of the commitments made by the LINHA UNIVERSIDADE, we are pleased to present this Code of Ethics and Conduct, hoping to convey to everyone our commitment to fundamental precepts of business ethical conduct. The Code of Ethics and Conduct should serve as a reference guide and will contribute to the development of an integral, respectful and safe work environment for all.

We are all responsible not only for maintaining compliance with this Code, but also for reporting your violations, whether actual or potential, or even concerns regarding your compliance.

This Code of Ethics and Conduct, therefore, addresses the professional conduct we expect from our employees, administrators and directors, providing them with guidance on how to manage legal and ethical challenges in their daily lives. That's why your reading and understanding are so important.

Thus, we appreciate your commitment to always act in compliance with the Code of Ethics and Conduct of the LINHA UNIVERSIDADE, so as not to damage our good image.

1. MISSION, VALUES AND PRINCIPLES

The MISSION of the LINHA UNIVERSIDADE is to manage with quality and safety the management of Line 6-orange of the São Paulo subway, in a way that meets the needs of users and the expectations of the Shareholders and the Government.

To this end, we are committed to developing our business and professional activities in accordance with current legislation, observing high ethical behavior.

This Code of Ethics and Conduct of the LINHA UNIVERSIDADE aims to establish the fundamental ethical values and principles that should guide the behavior of all employees and third parties with whom the Concessionaire relates (hereinafter referred to as "People").

The Code of Ethics and Conduct, as the main instrument of the Compliance Program of the LINHA UNIVERSIDADE, only reinforces the ethical model and in accordance with the laws that the Concessionaire has already established in its business conduct. This material aims to guide the relationships between employees, their performance with customers, shareholders, suppliers and other third parties, public agents and society in general.

In this sense, the LINHA UNIVERSIDADE VALUES based on which it expects everyone to conduct their professional activities:

- **Ethics and Transparency:** Practice coherent, transparent, respectful and honest actions in all relationships established by the Concessionaire.
- **Sustainability:** Perform its activities in a balanced manner, aiming at long-term economic growth, based on respect for the cultural, social, economic-financial and environmental aspects involved.
- **Collaboration:** Stimulate synergy and cooperation between people and teams in building solutions.
- **Equity:** To value equal treatment and opportunities, regardless of race, color, gender, ideology, sexual orientation, nationality, religious belief or political conviction, provided that such conviction is based on democratic principles and implies tolerance towards people of contrary convictions.
- **Respect:** Relations based on respectful and fair treatment of all people. The LINHA UNIVERSIDADE condemns all forms of harassment, as well as any abuse of authority or behavior that may create an intimidating or offensive environment to people's rights.

Employees of the LINHA UNIVERSIDADE must also act, not only in accordance with applicable laws, but also in accordance with internal control standards and procedures that include good practices based on the principle of transparency. No employee will knowingly act with third parties in violation of any law or participate in any action that compromises respect for the principle of legality.

Thus, based on the two principles mentioned above, the LINHA UNIVERSIDADE established some ethical principles that must also be observed, namely:

- Diversity
 - to contribute to a harmonious working environment
 - Safe and healthy environment
- Prohibit any harassment and any discrimination
 - Prepare reliable and accurate reports
- Prevent Conflict of Interest;
- Select suppliers diligently
 - Refuse any form of corruption
 - Develop commercial relationships.
- Respect commitments to the Granting Authority
 - Refrain from any unfair agreement or practice
- This is to ensure the safety of people and materials.
 - Protect the Concessionaire's resources and assets
- Ensure confidentiality
 - Preserve the environment

Finally, these guidelines are designed to help our employees and third parties make the right decisions, however, they cannot cover all aspects of ethical conduct, nor every situation or dilemma they may face in their daily lives.

Thus, whenever you are unsure of the appropriate action, we always recommend acting in the best interest of the LINHA UNIVERSIDADE and directing your questions to the Compliance area.

2. APPLICATION

This Code of Ethics and Conduct applies to all employees (regardless of the position held or the function performed, including interns, permanent and temporary employees, employees of the Shareholders acting on behalf of the Concessionaire ("Representatives"), members of the Board of Directors and the Board of Executive Officers) of the LINHA UNIVERSIDADE. This Code must also be observed, as applicable, by third parties, direct or indirect service providers and other commercial and technical partners, to the extent that the LINHA UNIVERSIDADE will require them to observe the VALUES, PRINCIPLES and procedures set forth herein when acting on their behalf. The Concessionaire understands that the application of the Code of Ethics and Conduct to third parties, in terms of ethics and compliance, aims to mitigate risks in this relationship.

This Code reflects the main ethical guidelines provided by the Shareholders of the LINHA UNIVERSIDADE, who will also have access to it, as well as the Financial Institutions and Investors.

The top management of the LINHA UNIVERSIDADE will make available to the Compliance Officer and the Ethics Committee all the means and efforts at its disposal so that the rules and procedures contained in this Code of Ethics and Conduct are complied with, guaranteeing free access to the information necessary for the exercise of its attributions.

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3. ENVIRONMENT AND SUSTAINABILITY

We develop sustainability as a management principle and preservation and respect for the environment are one of the basic pillars of the LINHA UNIVERSIDADE, which manifests itself in compliance with the best environmental practices in all its activities, through the prevention and minimization of adverse environmental impacts and the conservation of natural resources.

The LINHA UNIVERSIDADE assumes the principles expressed in the Quality, Environment and Occupational Safety Policy. The environmental strategy of the LINHA UNIVERSIDADE is structured around the commitment against climate change, in the promotion of energy savings, in the rationalization of water use and management, in the responsible use of resources, in the effective management of solid waste, in the prevention of contamination and in the protection of the environment and biodiversity. All this in response to a requirement demanded by shareholders and assumed as a commitment by management.

In accordance with this strategy, the LINHA UNIVERSIDADE and all people must know and assume such a policy and strive to minimize the environmental impact derived from its activities and by the use of the facilities, equipment and means of work placed at its disposal. In addition, they must contribute to the execution of the Concessionaire's environmental objectives. The LINHA UNIVERSIDADE will also provide the necessary training to foster the best environmental practices and methods responsible for production.

Our employees and business partners must always make rational and appropriate use of natural resources, making sure that their activities have the least possible influence on the environment. Thus, in its relations with suppliers, contractors and employees, the LINHA UNIVERSIDADE will transmit these principles and require compliance with the environmental procedures and requirements that are applicable in each case.

4. OCCUPATIONAL SAFETY AND HEALTH

The LINHA UNIVERSIDADE drives the adoption of occupational safety and health policies and adopts the preventive measures established in current legislation. The Concessionaire makes available to its employees and to the companies that collaborate with it, the guidance and resources necessary for them to develop their activities in a safe and healthy manner, as well as promoting the application of its occupational health and safety standards and policies, especially with regard to compliance with the Quality, Environment and Occupational Safety Policy.

All people in the LINHA UNIVERSIDADE must know and comply with the standards of health protection and safety at work, ensure their own safety and that of other employees, customers, suppliers, and, in general, of all people who may be affected by the development of their activities.

5. RELATIONSHIP WITH EMPLOYEES, SHAREHOLDERS AND SOCIETY

Based on its principles and values, the LINHA UNIVERSIDADE is committed to providing a healthy and safe work environment for its employees, assuming as guidelines principles of behavior, among others,

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the Universal Declaration of Human Rights, the Declaration of Fundamental Principles and Rights at Work and the Conventions of the International Labour Organization, the OECD Guidelines for Multinational Enterprises and the United Nations Global Compact.

The LINHA UNIVERSIDADE seeks to align social collaboration with its commercial activity, reinforcing the trust between the Concessionaire and the society where it operates, even as a concessionaire providing public services, in order to better serve the users of Line 6 - Orange. We believe in the need to contribute to the social development of the population in the places where we operate, so we value relationships of respect and cooperation with the community. Thus, the LINHA UNIVERSIDADE seeks to participate in local community actions, such as educational initiatives, recovery of areas of social coexistence, environmental actions, etc., in addition to adopting preventive actions in order to minimize the impact on the communities in which we carry out our works.

We care about the impacts that our activities can have on society. Therefore, our employees must always be attentive to the public interest, seeking, in their performance, a respectful behavior and an attitude of dialogue with society, especially with the communities around them, with the purpose of achieving common objectives, presenting corporate positions and preventing possible situations of conflict and risk, always with respect to Human Rights.

In this sense, the LINHA UNIVERSIDADE will only make donations to entities that are not involved in situations or activities that may compromise the reputation of the Concessionaire, always with the necessary internal authorizations, being formalized in writing and carried out in a transparent manner, so that it cannot be interpreted as a means to cover up improper payments or bribery.

The LINHA UNIVERSIDADE provides complete, accurate and timely financial information to its Shareholders and maintains effective controls over financial reporting to ensure a complete and accurate record of their financial transactions.

5.1 Module IV - Preventing and combating harassment

The LINHA UNIVERSIDADE values maintaining a pleasant and healthy work environment for the well-being and productivity of its employees and everyone must work responsibly, transparently and cooperatively.

To achieve this goal, respectful, cordial and professional treatment must permeate all hierarchical levels, and it is everyone's duty to contribute to a dignified, safe and free work environment from all forms of discrimination and harassment.

Harassment can be classified as follows:

- *Moral Harassment:* Repeated and prolonged abusive behavior in time aimed at humiliating, intimidating or isolating an employee. It is characterized by repetitive actions, such as constant criticism, assignment of unrealistic tasks and exposure to awkward situations. These practices can generate psychological, emotional and professional losses to the victim, compromising their well-being and performance.

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- *Sexual harassment: Unwanted sexual* behavior or advances, requests for sexual favors, or comments and actions of a sexual nature that create an intimidating, hostile, or offensive work environment. This may include inappropriate touching, intrusive stares, obscene jokes, sexual innuendo, or blackmail. Sexual harassment can harm the victim's mental and emotional health and create an intimidating work environment.

The LINHA UNIVERSIDADE repudiates any discrimination or harassment to any employee, intern, young apprentice, supplier, user or any other person who has any relationship with the Concessionaire, whether verbally, in writing or by gestures.

6. RELATIONSHIP WITH PUBLIC AUTHORITIES

As it is a public service concessionaire, the LINHA UNIVERSIDADE is constantly in interaction with representatives of the Government, in addition to being subject to frequent inspections for the services provided.

The LINHA UNIVERSIDADE strives for the legality of its acts and, therefore, will not tolerate any illegal conduct, bribery or corruption, of any nature, by its employees. The Anti-Corruption Law (Law 12.846/13), regulated by Decree No. 11.129, established in Brazil the administrative and civil liability of legal entities for the practice of acts against the public administration committed in their interest or benefit.

In addition to this potential responsibility, the LINHA UNIVERSIDADE is committed to ensuring that such acts are not practiced by its employees or partners with whom it does business.

Thus, the LINHA UNIVERSIDADE expects its employees and partners to act in an ethical, respectful and professional manner in interactions and interlocutions with public agents and expects everyone to respect the provisions of this Code and the Anti-Corruption and Relationship Policy with the Government.

A. CONCEPT OF PUBLIC AGENT AND "PUBLIC ADMINISTRATION"

"Public Agent or Public Official" is any individual, servant or not, who acts officially or exercises a position, employment or public function, even if temporarily or without remuneration, in a Governmental Authority; the individual, servant or not, who holds a position, employment or function in a parastatal entity, or in a service provider company contracted or agreed to perform a typical activity of the Public Administration; or the individual who is a leader or employee of a political party, or who acts for, or on behalf of, a political party or candidate for public office.

Thus, Public Agents are also considered to be those who carry out some activity representing the interests of any government, agency or public agency.

The Brazilian Penal Code has an explanatory criminal type in art. 327 establishing the concept of a public official for the purposes of criminal law:

"For criminal purposes, a public official is considered to be someone who, although temporarily or without remuneration, holds a position, job or public function.

It is also considered a government agent who holds a position, job or function in a parastatal entity, and who works for a contracted or contracted service provider company for the execution of a typical activity of the public administration.

Thus, even though the LINHA UNIVERSIDADE is a private company, our employees with a contractual relationship will be considered public agents, in the case of criminal matters, as they exercise a typical activity of the Public Administration in the exercise of the granted service.

"Public Administration", on the other hand, can be understood as anybody or entity that performs activities of management and/or execution of public services, at the federal, state or municipal levels. They are municipalities, concessionaires or public foundations, mixed-capital companies and other entities controlled, directly or indirectly, by the Federal Government, State, Federal District or Municipality.

B. CONCEPT OF CORRUPTION

According to the Anti-Corruption Law, nº 12.846/2013, which provides for acts harmful to the public administration, corruption can be understood as the action of promising, offering or giving, directly or indirectly, an undue advantage to a public official, or the third person related to him.

Not only that, corruption is also foreseen as a crime in the Penal Code in two different modalities: active corruption, which is the act of offering or promising an undue advantage to a public official to determine him to practice, omit or delay an official act, and passive corruption, which is the act of requesting or receiving, for himself or for others, directly or indirectly, even if outside the function or before assuming it, but due to it, undue advantage, or accepting the promise of such advantage.

Therefore, while the Anti-Corruption Law provides for the liability of legal entities, individuals eventually involved in such acts may also be individually held liable in the criminal sphere.

C. CONCEPT OF BRIBERY

Bribery is the offering or receiving of goods with market value for the purpose of influencing a decision or receiving some commercial, contractual, regulatory or personal advantage that would not otherwise be obtained. It is important to note that the simple "promise" of offering or receipt is already sufficient to set up a bribery practice.

Bribery or other acts of corruption can be configured as an offer of money or any undue advantage, such as exchanging gifts, granting loans or providing services to those being bribed.

The “undue advantage” must always be evaluated from the perspective of the one to whom it is offered, since a given item may have no value to the one who offers it, while to the one who receives it, this item can be extremely valuable and capable of influencing decision-making and its ability to act.

Thus, it is strictly forbidden to make payments or authorize any gift of value, as defined in a specific topic below, on behalf of the LINHA UNIVERSIDADE, directly or indirectly, to any public or private agent, to obtain or retain business, secure an advantage or influence a representative in the performance of his official duties.

The donation of gifts or other benefits to public officials or charities associated with public officials may be interpreted as “bribery” or any way of influencing a decision in favor of the Concessionaire. Thus, it is not allowed that, in these relationships, there are undue offers. Corruption also means acts of fraud, extortion, money laundering, participation in a cartel, embezzlement and embezzlement. The following are liable to corruption or bribery: (i) public agents or officials, national or foreign; (ii) agents or employees of private concessionaires (for the purposes of this Code); and (iii) private agents.

D. POSITIONING OF THE LINHA UNIVERSIDADE IN THE FIGHT AGAINST CORRUPTION

The LINHA UNIVERSIDADE undertakes to carry out its business with integrity, avoiding any form of corruption and complying with applicable anti-corruption rules. As a public service concessionaire, the LINHA UNIVERSIDADE acts so that all people of the Concessionaire know and comply with this Code and its ancillary policies, aiming to ensure that all people observe the highest standards of ethics and integrity in the conduct of their business and activities.

Therefore, it is strictly forbidden to all people in the LINHA UNIVERSIDADE:

- To promise, offer or gives directly or indirectly an undue advantage to a public official or a third party related to a public official;
- to commit fraud or harmful acts in relations with the public sector;
- Undue advantages;
- the practice of any action or omission that may characterize the action of inspection authorities;
- Make contributions for political purposes on behalf of the Concessionaire;
- Obtain favoritism through sponsorships or donations;
- Use business relationships and contacts for their own benefit or that of third parties;

In addition, only employees or representatives authorized by the Concessionaire may negotiate contracts, both in the public and private spheres.

The LINHA UNIVERSIDADE periodically reviews its accounting and internal control information, through its internal and external audits, to ensure that any undue payments or contrary to the provisions of this Code are not hidden.

If a public agent requests any type of undue advantage, in kind, benefit, object or favor, in order to perform a task that he should perform by law or not consistent with his regular duties, the employee of the LINHA UNIVERSIDADE must refuse to do so and report the fact immediately to the Compliance Officer of the Concessionaire.

Any person who is aware of conduct or mere suspicion of inappropriate conduct or cases of non-compliance with these standards must report, in a confidential manner via the Ethics Channel, so that such report is analyzed and investigated, always guaranteeing confidentiality and non-retaliation. The employee may also report directly to the Compliance Officer, if he/she prefers, and confidentiality and non-retaliation are also guaranteed.

7. RELATIONSHIP WITH SUPPLIERS AND SERVICE PROVIDERS

The LINHA UNIVERSIDADE considers that its suppliers, consultants, business partners and other service providers are indispensable for the achievement of its objectives and improvement of the quality of its services, therefore, the Concessionaire seeks to establish relationships based on trust, transparency and respect for free competition.

On the other hand, we require our suppliers and service providers to share our values and meet all the rules of this Code of Ethics and Conduct.

When analyzing the convenience of dealing with any third party, the LINHA UNIVERSIDADE evaluates issues of ethics and corporate integrity, in order to prevent operations that are carried out with the Concessionaire from being used for money laundering or other illicit practices. In this sense, when establishing commercial relations with suppliers and service providers, all persons of the LINHA UNIVERSIDADE must comply with minimum duties of diligence, provided for in the Internal Policy for Contracting Third Parties, paying special attention to those cases in which there may be indications of lack of integrity of the persons or companies with which the Concessionaire intends to establish a commercial relationship.

As an additional measure of efforts in this regard, the LINHA UNIVERSIDADE includes anti-corruption clauses in its contracts, related to compliance with this Code, with the objective of transmitting its position with regard to the theme of combating corruption and business ethics, aiming to prevent irregular and illicit conduct by its third parties.

In short, all people in the LINHA UNIVERSIDADE who participate in third-party selection processes have the obligation to act impartially and objectively, applying the criteria established in the Policy mentioned above, observing the criteria of quality, cost and integrity, avoiding conflicts of interest and always complying with the procedures, principles and values of the LINHA UNIVERSIDADE.

It is worth remembering that any employee who is aware of the hiring of any supplier or service provider that has any type of relationship or degree of kinship, including spouses and relatives of these, must immediately communicate this fact to the compliance area so that it evaluates if there is a need for any action, if a conflict of interest situation is identified.

It should be noted that any payment to suppliers or service providers must always follow the terms and procedures established in the respective contractual instrument and the internal policy of the LINHA UNIVERSIDADE.

8. GIFTS, HANDOUTS AND HOSPITALITY

Gifts, presents and entertainment are common courtesies in the corporate market and their concession is an acceptable practice as a way of strengthening commercial relations. The LINHA UNIVERSIDADE generally admits that its employees give or receive gifts and entertainment, as long as they are appropriate.

However, all people in the LINHA UNIVERSIDADE should act with caution when accepting or offering gifts, presents or entertainments during the business relationship with suppliers and, in particular, with public agents, so that the act does not constitute or appear to be unlawful.

The offering of gifts, presents and hospitality must comply with the Code, local laws and rules of the beneficiary itself. In addition, offers and receipts must relate to a legitimate business interest and must be made in a transparent manner.

It will be considered a violation of the Code of Ethics and Conduct of the LINHA UNIVERSIDADE the delivery, offer, promise or receipt of gifts, presents and entertainments, regardless of the value, to the extent that the act may illegally influence any commercial decision that affects the Concessionaire or that may result in an undue advantage.

To assist employees of the LINHA UNIVERSIDADE in assessing the regularity of an offer or receipt of a gift, gift or entertainment, the following questions must be answered:

- Could the receipt or offer violate the law, the Code or the internal policies of the LINHA UNIVERSIDADE?
- From the beneficiary's perspective, would the advantage received be able to influence the ability to make decisions?
- Can there be any expectation that something will be granted in return for receiving the advantage?
- Would people feel uncomfortable telling the act to their colleagues, superiors, press or third parties who received or offered the advantage?

If the answer is “no” to all questions, it is likely that the benefit does not constitute an undue advantage. If in doubt, consult the Compliance Department of the LINHA UNIVERSIDADE.

The receipt of gifts, presents or entertainment by employees of the LINHA UNIVERSIDADE depends on authorization from the Compliance Officer when the amount exceeds R\$200.00 (two hundred reais). If the item has been offered by a public official, it will be necessary to report immediately to the Compliance Officer, regardless of the amount.

Every meal, gift, courtesy, gift, travel and entertainment offered to third parties must be the subject of an accounting record in accordance with the applicable policy. In the case of public agents, gifts and gratuities must respect the rules and limits provided for in rules issued by the government and, under any circumstances, be approved by the Compliance Officer of the LINHA UNIVERSIDADE.

Anyone who fails to comply with any of the determinations provided for above will be subject to the sanctions provided for in the Code of Ethics and Conduct of the LINHA UNIVERSIDADE, such as warning, suspension and, in the most serious cases, dismissal for just cause of the employee, removal from the position of Director and contractual termination of the third party.

9. Accounting Ledgers and Records

The books and records of the LINHA UNIVERSIDADE must reflect, in a reasonable level of detail, all transactions in an exact and chronological manner, in order to, but not limited to, allow the preparation of accurate financial statements, in accordance with accepted accounting principles and applicable legislation. Employees responsible for preparing financial statements must record the assets and liabilities of the Concessionaire in order to ensure their accuracy.

Data related to safety, quality, financial records and other information about the activities of the LINHA UNIVERSIDADE are extremely relevant in decision-making by management and shareholders. They are equally important for the inspection of the granting authority. Hence the importance of its accuracy.

All operations carried out by the LINHA UNIVERSIDADE are registered and proven according to the applicable legal and accounting rules. Therefore, it is prohibited for employees, administrators or members of the Board of Directors to change any accounting record, to make unrealistic or fraudulent entries or for proof of operations to be tampered with. All employees and managers involved in the preparation of financial and accounting records and reports must be fully aware that the accuracy of the records is of fundamental importance to highlight the quality and transparency of the activities carried out by the LINHA UNIVERSIDADE before the market and shareholders in general.

Notwithstanding the duties of these professionals, these guidelines apply to all employees of the Concessionaire, and not only to those who work in accounting or who pass on information that has effects on accounting. False or misleading records and accounts or facts inappropriately described may constitute fraud. Employees who participate in this type of illegal behavior are subject to sanctions under applicable law.

All original documents such as receipts, invoices and expense reports must be filed for audit purposes in accordance with the deadline and other requirements stipulated by law.

10. Prevention of Money Laundering and Financing of Terrorism Act

Money laundering is the process of transforming illegal actions so that resources look legitimate and therefore enter the mainstream of commerce. It is not limited to cash transactions but may include monetary instruments and other income from illicit activities.

Terrorist financing encompasses financial support for terrorists, acts of terrorism, and terrorist organizations, and may involve funds from both illegal and legal sources.

All persons in the LINHA UNIVERSIDADE must comply with applicable laws and pay special attention to cases in which there is evidence of lack of integrity of the persons, or entities, with which business relationships are maintained, among other unusual payments, paying attention to the nature of the transaction. This act also configures the payments:

- Made for or by third parties not provided for in the contract;
- For persons or entities resident in tax havens;
- Bank accounts in offices located in tax havens;
- Entities that cannot identify partners or beneficiaries;
- Extras not provided for in the contracts.

Except in exceptional cases, with express authorization and with traceable documented evidence, the LINHA UNIVERSIDADE does not allow cash payments.

Professionals must report any type of suspicion in this matter to their hierarchical superiors or the Compliance Department.

11. CONFLICT OF INTEREST

Conflict of interest occurs when, for their own benefit, an employee or even third parties may be influenced to act against the principles of the LINHA UNIVERSIDADE, making an inappropriate decision or failing to fulfill any of their professional responsibilities. These are situations in which judgment and/or attitudes are linked to favors of other interests and, therefore, in conflict with the Mission, Values and Principles of the LINHA UNIVERSIDADE, or even in conflict with the Concessionaire's internal policies that deal with this topic. Thus, there will be a conflict of interest when the employee's personal interest, real or apparent, is in conflict with the interests of the LINHA UNIVERSIDADE.

Conflicts of interest can occur due to personal, family, professional or financial interests, arising from kinship relationships, friendship, partnership interests or any other way that may limit the employee's ability to make an objective decision.

People in the LINHA UNIVERSIDADE should not participate in decision-making processes in which there may be a conflict of interest between the person and the Concessionaire. In situations in which a conflict of interest is identified, the employee must immediately communicate the occurrence of personal interest to the immediate manager, the Compliance Officer, via their own form, or even using the Ethics Channel, not participating in meetings, discussions or decisions on the matters involved. Therefore, it is important to avoid behaviors that may cause, favor or suggest a conflict of interest.

In addition, the LINHA UNIVERSIDADE expects its employees and third parties to inform if they have a close relative (it is understood: spouse, father, mother, children, siblings and other relatives up to the third degree) working in companies or public agencies with which the LINHA UNIVERSIDADE relates. If the employee or third party has any questions about a specific situation or suspicions about any case of conflict of interest, he/she must inform the Concessionaire through the Compliance Officer, as well as consult him/her in case of doubts.

The LINHA UNIVERSIDADE respects the participation of its employees and third parties in other financial or business activities, as long as they are legal and do not enter into unfair competition or conflict with their responsibilities in favor of the LINHA UNIVERSIDADE. Therefore, all employees and third parties must efficiently perform the tasks for which they were hired, to the best of their knowledge and ability. Any additional work that may impair this obligation with the LINHA UNIVERSIDADE will not be tolerated and may even result in dismissal of the employee or termination of the contract with the third party.

The Compliance Officer shall consult the Ethics Committee in deliberations involving deliberations of actions or mitigation of actual or apparent Conflict of Interest.

12. CONTRIBUTIONS TO POLITICAL PARTIES, DONATIONS AND SPONSORSHIPS

The LINHA UNIVERSIDADE does not finance or promote political parties or organizations, nor their representatives or candidates, or other activities that aim at political propaganda.

Employees are free, as citizens, to exercise their right to contribute to political parties or organizations, however, this does not grant them any permission for the name of the Concessionaire to be linked to them, and it is not allowed to use the assets or resources (information systems, internal or external meetings, among others) of the LINHA UNIVERSIDADE for such purposes. The use of objects alluding to political parties, such as T-shirts, caps and *buttons*, is prohibited in the workplace.

Employees must follow the LINHA UNIVERSIDADE procedure for making donations and sponsorships. The Concessionaire will offer support through donations and sponsorships only to organizations that are not involved in activities that may damage their reputation, in with human rights abuse, do not have discriminatory policies or practices of conduct, illicit practices or do not meet the principles of the LINHA UNIVERSIDADE.

Even so, any donation or sponsorship that is made by the LINHA UNIVERSIDADE must have the necessary authorizations, be documented in writing, be carried out transparently and in such a way that it cannot be understood as a means to cover up an improper payment or bribe.

13. ASSET AND DATA PROTECTION OF THE LINHA UNIVERSIDADE

The LINHA UNIVERSIDADE makes available to its employees the resources necessary for the performance of their professional activity. The Concessionaire's assets shall be used for business purposes only, not for personal use. Everyone has a responsibility to protect and safeguard these assets against loss, theft, misuse and waste, observing, in particular, the General Data Protection Law (Law no. 13.709/2018).

The people of the LINHA UNIVERSIDADE must use the resources made available by it responsibly, appropriately and with the respective authorizations in the context of their professional activity. Assets should never be used for personal gain and employees should protect them so that they are not used for illegal activities.

The unauthorized removal of assets or resources from the facilities of the LINHA UNIVERSIDADE may be considered theft or misappropriation and result in dismissal for just cause. In addition, carelessness or waste of assets may constitute a breach of duty before the LINHA UNIVERSIDADE, which may result in the adoption of appropriate legal and/or disciplinary measures.

Our employees have access to confidential and sensitive information about the LINHA UNIVERSIDADE, other companies, our service providers, suppliers, administrators and even other employees. Preserving the integrity of this information is vital to our business and reputation and is one of the obligations under data protection laws.

The people of the LINHA UNIVERSIDADE must maintain the strictest confidentiality about any information to which they have access as a result of their professional activity and must refrain from using it improperly for their own benefit or that of third parties, even after the end of their employment or contractual relationship with the Concessionaire.

14. INSIDER TRADING AND THE FURNITURE MARKET

Among the shareholders of the LINHA UNIVERSIDADE, ACCIONA, as the main shareholder of the LINHA UNIVERSIDADE, has a publicly traded registration, it is imperative that our employees comply with the legislation applicable to the trading of securities, including with regard to the disclosure of information to the public, the trading of government bonds and securities and compliance with applicable laws.

Persons subject to this Code will not carry out transactions with securities and financial products that are based on inside information, to which they have had access by virtue of their professional activity. This information may also not be communicated to third parties or recommend that they buy or sell shares or any other financial instrument from it. They should only pass this information to authorized persons who need to know it due to their role or responsibilities.

Inside information is any and all information that, when publicly known, results, or is foreseeably to result, in a significant change in the market value or price of its shares; or that generates a material impact on the decision of the shareholder or investor to sell, buy or hold that security. Employees must refrain from launching rumors or false information that may change the quotations of ACCIONA or other companies and carry out speculative operations with securities and financial products for the same purpose.

15. Social Media and Communications

The LINHA UNIVERSIDADE will be able to use social media to expand and improve the quality of its communication, providing greater reach and speed.

It is important to note, however, that only duly authorized employees may register opinions or respond to comments posted on social media on behalf of the LINHA UNIVERSIDADE.

Employees are not authorized to speak up, give interviews to newspapers and/or magazines, on behalf of or respond to comments made to the LINHA UNIVERSIDADE or any of its professionals, since we have our own channels and official spokespersons appointed to deal with these situations.

It is the same with official communications. The LINHA UNIVERSIDADE, as a legal entity, has legal representatives appointed and who have the legitimacy to speak and/or represent their interests before third parties, regulatory bodies, media and before society in general. Being an employee or partner of the LINHA UNIVERSIDADE does not confer any rights of representation to speak or act on behalf of the Concessionaire.

Thus, it is forbidden to manifest on behalf of the LINHA UNIVERSIDADE, by any means of communication, including on social networks, when not enabled or not expressly authorized to do so or, even if not directly on its behalf, to manifest in a way that may have its opinion or image associated in a negative or divergent way from the policies of the LINHA UNIVERSIDADE.

Finally, any employee of the Concessionaire and any third party is expressly prohibited from posting images of the construction sites and equipment used, noting that the LINHA UNIVERSIDADE will disclose through its social media the development of the works in order to inform the general public.

16. ETHICS AND COMPLIANCE SYSTEM OF THE LINHA UNIVERSIDADE

The Ethics and Compliance System of the LINHA UNIVERSIDADE is considered to be all mechanisms for detecting, preventing and mitigating risks related to these matters.

The LINHA UNIVERSIDADE promotes compliance with internal and external rules in order to prevent, detect and cease irregular conduct. In this context, the Concessionaire acts in several ways, such as:

- Risk analysis and management;
- Definition of responsibilities and expected behaviors;
- Allocation of resources and training for employees and directors;
- Implementation and maintenance of internal processes and controls;
- Supervision of possible irregular conduct.

In the structure of the LINHA UNIVERSIDADE, the Compliance Officer is responsible for (i) promoting the disclosure and improvements to the Compliance Program, developing new policies and updates, when necessary; (ii) training the people of the LINHA UNIVERSIDADE; (iii) participating in the meetings of the Ethics Committee, ensuring that the decisions made by its members are applied; (iv) submitting, on a quarterly basis, performance reports to the Ethics Committee; (v) acting as the main interlocutor regarding daily issues involving the Compliance Program. The Compliance Officer reports administratively to the Chief Executive Officer, but functionally to the Board of Directors.

Meanwhile, the Ethics Committee, formed by the Compliance Officer and other leaders of the LINHA UNIVERSIDADE, acts on strategic issues and themes, such as: (i) evaluation of hiring third parties with a higher level of risk, (ii) evaluation of sanctions and remediation measures applied to the cases eventually investigated more sensitive, (iii) continuous monitoring of the application of internal policies, including such analyzes in the continuous review plan of the internal audit; (iv) periodic review of the anti-corruption risks of the business, by updating the risk matrix; and (v) ensuring that the Board of Directors of the LINHA UNIVERSIDADE is aware of integrity matters that may have a significant impact on the Concessionaire's business and image.

Finally, the Board of Directors is responsible for ensuring legitimacy and independence to the Concessionaire's Compliance Program, constantly reinforcing the support of the highest leadership to the principles and values of the LINHA UNIVERSIDADE and ensuring the ethical environment of the Concessionaire. To this end, it is the responsibility of the Board of Directors to ensure that the Compliance Management and the Ethics Committee have sufficient resources, autonomy and independence.

The Compliance Department makes available to all collaborators an email address (compliance@linhauni.com.br) so that they can send questions, inquiries, communications and suggestions.

17. ETHICS CHANNEL

The application of this Code and the resolution of issues related to it will be carried out by the Ethics Committee and the compliance area of the LINHA UNIVERSIDADE and any attempt to prevent employees from raising their concerns will be treated as a serious disciplinary infraction.

The Ethics Channel is a direct communication channel, managed by a third party company and made available to employees and third parties open to reports of various kinds – moral and/or sexual harassment, corruption, bribery, discrimination, fraud, embezzlement, and other conduct considered inappropriate – and that compromise the reputation of the LINHA UNIVERSIDADE or its employees.

All information shared in the service is confidential and the situations reported are investigated in total secrecy, preserving the identity of the whistleblower.

Reports may be made through the following communication channels:

- **Website:** <https://aloetica.com.br/linhauni> – The report will be received by an Outsourced Company and redirected, with absolute secrecy, to the Concessionaire's Ethics Committee. When reporting through this channel, the whistleblower may choose to remain anonymous or to identify themselves.
- **Phone:** 0800 761 61 26 – The report will be received by an Outsourced Company and redirected, with absolute secrecy, to the Concessionaire's Ethics Committee. When reporting through this channel, the whistleblower may choose to remain anonymous or to identify themselves. Humanized service through the telephone will be available from Monday to Friday, from 9 am to 5 pm. At other times, there will be service through an answering machine.

Our employees must act proactively, asking questions, seeking guidance and reporting any violation or suspected violation in relation to this Code, the internal regulations of the LINHA UNIVERSIDADE or any applicable law or regulation. Reporting the facts internally is fundamental to the functioning of the Compliance Program, in addition to being the expected and valued conduct. Thus, if an employee of the LINHA UNIVERSIDADE has suspicion or knowledge of a situation that does not seem correct, such as a violation of a law or the content of this Code, he has the duty to immediately report it to the Compliance Officer so that the appropriate measures can be taken.

All reports made in good faith protect the whistleblower against counter-retaliation, even if it is a report involving direct superiors.

Remember: when in doubt about how to act, always seek guidance from the Compliance area or the Ethics Committee.

Whenever you are going to make a report, try to include as much information and detail as possible and, if possible, gather some evidence of what is being reported. Vague, non-specific allegations or without sufficient information for the analysis are more difficult to ascertain and may even make it impossible to continue the investigation.

18. TRAINING

The compliance area will promote the preparation and periodic training for employees of the LINHA UNIVERSIDADE and Business Partners, when necessary, on the application of the provisions of this Code and the Concessionaire's standards.

19. LEGAL AND DISCIPLINARY MEASURES

The employee or third party who violates the provisions of this Code or other compliance policies of the LINHA UNIVERSIDADE may incur disciplinary proceedings, resulting in sanctions according to the severity of the act committed.

It is worth mentioning that the LINHA UNIVERSIDADE does not admit practices such as corruption, money laundering and other illegal or unethical practices that do not comply with its principles and values or that violate any provision of this Code or its internal policies. Failure to comply with these terms gives rise to the following liability measures, which will be applied according to severity and recurrence in the practice of the act:

- Oral warning;
- Written Warning;
- Suspension;
- Dismissal for just cause;
- Suspension of the contract between the LINHA UNIVERSIDADE and the third party; and
- Termination of the contract between the LINHA UNIVERSIDADE and the third party.

The application of any of the disciplinary measures described above will be defined by the Ethics Committee, according to the seriousness of the infraction and consistently and proportionally to the non-compliance, regardless of the position/seniority of the employee.

The above measures do not prevent the application of other penalties to the employee or third party in the civil, administrative or criminal sphere, on the initiative of the LINHA UNIVERSIDADE itself or by the competent judicial authorities.