

CODE OF ETHICS

MESSAGE FROM THE EXECUTIVE COLLEGIATE

Dear Collaborators and Partners,

MOTRICE is playing a key role in the development of the Brazilian energy scenario. With innovative, sustainable solutions and proven efficiency of our projects, we are following the path of even greater achievements and consolidation of our brand and image.

In recent years, with the consolidation of our Compliance Program, it has been possible to improve and evolve our processes and make the necessary adjustments to ensure our ethical foundation, integrity, Sustainability and transparency.

With the disclosure of the Code of Ethics and with the commitment of the Top Management, we reaffirm our duty to ethics, to the maintenance of the established standards and, above all, to the vigilance of the conduct we consider appropriate in all relationships, whether internal or external, but always based on trust, transparency, respect, loyalty and integrity.

We are very proud to participate in this important moment for the country, and for the world, of changing the energy matrix, providing sustainable development to society through the implementation of clean energy. Our projects are developed with the best health and safety practices for our employees and third parties, protection and respect for the environment and surrounding communities. This is how we believe we have an activity that contributes positively to our employees, partners, suppliers, the environment, and society.

The guidelines of this Code, aligned with our internal policies and procedures, should be present in everyone's day-to-day life, guiding our decisions, in order to ensure ethical behavior in all our businesses.

Luiz Carlos Guimarães
Director

Humberto Melo
Director

SCOPE AND FUNDAMENTALS

MOTRICE SE's Code of Ethics applies to all its undertakings, contracts, works, consortiums, affiliates, branches, subsidiaries and controlled companies. All employees, without exception, shall comply with it in full, as well as with the guidelines and procedures defined for combating corruption, bribery and fulfilling compliance commitments.

Subcontractors, business partners, customers and suppliers will receive a copy of this Code and also of our Anti-bribery and Compliance Management Policy. With this, they will be directly encouraged to follow the conduct established in both documents.

The foundations of the Code of Ethics considered as guidelines the national and international standards and mechanisms of instructions on combating corruption and bribery, such as the Organization for Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions; the United Nations Convention against Corruption; the United Nations Global Compact; the Inter-American Convention Against Corruption and by Law 12.846/2013, the Brazilian Anticorruption Law.

1. BRIBERY

MOTRICE SE assumes responsibility and commitment to proactively contribute to the prevention of bribery of any kind and at any level by developing a culture of integrity, transparency and compliance on a daily basis.

It is inadmissible and intolerable for any employee, director, or shareholder to solicit, offer or accept:

- Any type of bribe, promise, donation or undue advantage from public or private agents; financial or non-financial; directly or indirectly; with the objective of favoring negotiations or as an incentive/reward to benefit oneself, third parties or family members.
- Financing, funding or sponsoring the practice of illicit acts of any nature.
- Gifts, benefits or advantages of any kind, for oneself or for others, in exchange for concessions or privileges.
- Facilitating the actions of third parties that result in harm or damage.

All operations performed by MOTRICE SE employees, especially in sectors considered more sensitive to the possibility of bribery and deviations, should be thoroughly oriented, evaluated and approved by the area's leadership jointly with the Anti-Bribery Compliance function and follow the specific procedures. All employees have an obligation to comply with the procedures in this Code of Ethics and the Anti-Bribery and Compliance Management Policy.

MOTRICE SE takes responsibility and aims to ensure that best practices of transparency and prevention of deviations are observed in all areas and processes of the company.

2. WHISTLEBLOWING CHANNEL - ETHICS AND COMPLIANCE CENTER

MOTRICE SE provides a communication channel for employees, subcontractors, business partners, suppliers, clients and society in general to report any suspicions related to non-compliance with this Code of Ethics and/or the Anti-bribery and Compliance Management Policy and other procedures.

MOTRICE SE is committed to maintaining the anonymity and integrity of those making reports. It also guarantees that there will be no retaliation of any kind, as well as assuring confidentiality in the conduct of matters and the commitment to investigate reported cases.

MOTRICE SE makes several communication channels available to enable quick and easy contact of all interested parties, through direct contact with the Compliance Area or through the accesses below:



Website: <http://www.motricese.com.br/> - TRANSPARENCY or
<https://www.compliance-office.com/motrice/>



Phone: **0800 878 4094**



E-mail: motrice@compliance-office.com



Submission of documentation (anonymous or registered form):

Via Ethics - Motrice - Case Number

Paulista Avenue, 171, 7th floor

01311-000 - Bela Vista - São Paulo - SP - Brazil

3. INSTITUTIONAL IMAGE

MOTRICE SE conducts its activities according to ethical principles, through services with high quality standards and innovative capacity, sustainable development practices and social and environmental responsibility, preserving a solid reputation and aiming at customer satisfaction.

The company's institutional image has been built over the years in partnership with our employees, shareholders and business partners, who must always be guided by the values of integrity, transparency, trust, and loyalty, respect and valorization of the human being, without any form of prejudice or discrimination.

MOTRICE SE's image is an asset of immeasurable value. Some premises are fundamental for its strengthening and preservation:

- All communiques and pronouncements must be aligned with the guidelines of the Corporate Communication Area and be made by duly authorized persons.
- No employee is previously authorized to make any official public statement on behalf of the company. All public communications must be aligned with Corporate Communications and Senior Management.

MOTRICE SE's image and reputation are the greatest asset of the company and its employees. For this reason, they should be treated with the utmost zeal, caution and care. In case of any doubt, do not hesitate to consult your leader and/or the Area of Corporate Communication.

4. EMPLOYEES

A company is made by people. Thus, the Anti-bribery and Compliance Management Policy will only be successful if all employees, without exception, adopt the guidelines and premises presented, especially this Code of Ethics.

It is the responsibility of MOTRICE SE employees to maintain ethical principles and values in the work environment, which allows relationships with professionalism, trust, cooperation, integration and respect for individual differences.

The attitude and conduct of all MOTRICE SE employees should follow the principles:

- Comply with the guidelines received in this Code of Ethics and apply them in a practical way. This is the primordial premise for acting in the company.
- Being aligned with your leader, contributing and complying with decisions and recommendations.
- Do not perform activities outside the defined scope.
- Maintain healthy and cordial working relationships among employees, customers, and third parties, avoiding discussions of a personal nature, such as religious, political, or sports preferences, among others.
- Behave with decorum in the work environment and in events representing the company with clients and suppliers, always transmitting an image of professionalism and respect.
- Do not carry out any kind of commerce in the work environment, such as cosmetics and food. The restriction also includes sales related to charity events, such as raffles, tickets and invitations, among others.
- Comply with all labor obligations, such as: working hours; not exceeding the established working hours without prior authorization; abide by and follow

delegated guidelines; be guided by the definitions of subordination to your position; delegate and monitor the activities and tasks of the processes under your responsibility; and comply with safety, environmental, quality, anti-bribery, and compliance guidelines.

- Make no distinction between people because of differences in race, ethnicity, religion, gender, sexual orientation, disability, physical characteristics, or any other kind of difference. Discriminatory behavior of any kind will not be tolerated.
- Report, through the available channels, any suspicion or finding of misconduct that violates this Code of Ethics.
- To use the resources provided by MOTRICE SE conscientiously and appropriately, to preserve the image, assets and interests of the company.
- Comply with applicable legal and labor obligations.
- Watch over other people's access to the work environment, as well as monitor and guide them according to the Internal Information Security and Access Policy, preserving the company and its business strategies.
- Maintain confidentiality about any commercial, technical, and personal information of the company, shareholders, employees, contracted partners, and service providers.
- Do not post on the social medias subjects related to the work environment (activities, events, people, places, etc.) in a joking or joking tone. The company, through its Corporate Communication Area, will promote the appropriate disclosures in the official channels and social networks.
- Ensure the sharing of technology, knowledge, and experience with the other employees and with the company leadership, to contribute to the personal, technical, and professional development of everyone.
- Improve methods and processes, always seeking the best result for the company.

It is mandatory that all employees comply with this Code of Ethics in all circumstances, as well as with the Anti-Bribery and Compliance Management Policy and all other defined procedures. This is the way to ensure the daily practice of ethical conduct, integrity and transparency, in order to maintain MOTRICE SE as a model of honesty and respect for the legislation of the countries where it operates, for society and for public authorities.

MOTRICE SE guarantees that employees who refuse to participate in or decline from any activity in relation to which he or she minimally deems as a risk or that is the practice of bribery or corruption, will not suffer any retaliation or discriminatory or disciplinary measures.

5. SUPPLIERS AND SUBCONTRACTORS

MOTRICE SE follows technical, professional, objective and impartial criteria for contracting suppliers and subcontractors, always valuing quality of service, competence and the best cost-benefit.

The relationship with suppliers and subcontractors must be based on ethics, transparency, and professionalism, providing the best partnerships and generating results for both parties.

Any type of relationship with suppliers or service providers of any nature that present conduct or reputation that diverges from this Code of Ethics; that are investigated or convicted for embezzlement, corruption, and technical failures; and that have any conflict of interest in the relationship is prohibited.

The selection of MOTRICE SE's suppliers shall be made in a transparent, equal and fair manner. The following criteria will be observed: expertise in the object of the contract, market recognition, credibility in the area of activity and capacity to meet the requirements of deadline, price, quality and technical excellence.

All hiring must be registered in the company's system, so that it can be tracked and consulted at any time, according to its own internal procedure.

Any deviation or favoritism can and should be denounced, nominally or anonymously, by employees or external people through the available Denouncement Channel.

MOTRICE SE upholds legality, morality, publicity and efficiency in all acts of its suppliers and subcontractors. They shall receive a copy of the Anti-bribery and Compliance Management Policy and shall act in accordance with these guidelines, under penalty of interruption of the partnership.

Partnerships are established with suppliers who have practices consistent with the ethical and moral standards adopted by MOTRICE SE, with mutual respect and confidentiality of information.

6. TRANSPARENCY AND PRESERVATION OF INFORMATION

MOTRICE SE considers the data and information derived from its activities to be essential for company planning and strategic and operational decision making. For this reason MOTRICE SE is committed to transparency and preservation of information, maintaining an accurate and honest database.

The company guarantees that the information disclosed, its accounting and financial records will be true and compliant with the criteria and legal determinations, ensuring the integrity and veracity of the data disclosed.

All employees must honor the veracity and preservation of the information generated in the course of their professional activities. External disclosure of any data may only be made upon express authorization from the Corporate Communication Area, in alignment with the Top Management. The sharing of information with suppliers and partners must also be aligned with the management of each area.

There can be no private use of internal company information, nor can files and documents be copied for use outside MOTRICE SE. All internal information is considered the intelligence assets of the company and cannot be used for any purpose other than the company's activities.

MOTRICE SE employees are prohibited from using information pertinent to the company - such as documents, work, methodologies, products, tools and services, among others - for private purposes, except under legal or judicial determination. Deviations of this nature may be denounced nominally or anonymously through the Denouncement Channel.

7. HARASSMENT

MOTRICE SE's principle is to maintain a healthy work environment, free from conduct that exposes its employees to any type of psychological or physical embarrassment.

We understand that harassment damages self-esteem, annoys, bothers, harasses, persecutes and causes social and psychological harm. MOTRICE SE strongly rejects any kind of harassment against or among its employees, business partners, subcontractors, suppliers and customers.

Harassment is understood as any offensive conduct that intentionally hurts a person's dignity. Examples of reprehensible conducts:

- Offenses to the image of the employee, such as the use of physical, psychological, sexual orientation, ethnic or clothing characteristics, among others, to defame or embarrass.
- Adopt nicknames that annoy or defame.
- Soliciting favors, whether internal or external, or any other activity that is not related to the employee's professional activity, including any kind of service or "favor" of a private nature.
- Making any kind of proposal, invitation or insinuation that could be of a sexual nature, at any hierarchical level.
- Making any kind of inappropriate "joke" regarding a person's background and

preferences, including sports and religion.

Any situation that causes discomfort, whether to the employee or to third parties, can be reported, nominally or anonymously, through the Denouncement Channel.

MOTRICE SE will not tolerate any situation that causes embarrassment, repudiation and/or discomfort. The professional attitude should always be maintained to preserve social relations at work and maintain a healthy and attractive climate, where people feel at ease without, however, disrespecting the freedom and limits of individuals and thus contribute to the results and development of the company.

8. CONFLICTS OF INTEREST

Employees must uphold the image and interests of MOTRICE SE. Any conduct characterized as a conflict of interest is not permitted in the organization.

A conflict of interest arises when personal interests or activities may influence decision-making within the company, putting the benefit of the company in second place. In any context, without exception, employees must act to obtain the best business results. In situations where there may be any kind of conflict of interest, the circumstance must be exposed to the area manager. The employee must abstain from acting or deciding whenever there is the possibility, even if not materialized, of any conflict of interest.

All situations that may characterize a conflict of interest, or facts that may harm the company or that go against the principles of this Code of Ethics, must be reported through the Denouncement Channel nominally or anonymously.

9. DONATIONS

MOTRICE SE prohibits any type of direct or indirect electoral donation to individuals, companies or political parties, according to Law 9.096/1995, which regulates political parties.

Employees may make donations or participate in social actions, with their own resources, independently, in compliance with the applicable legislation, and without involvement or bonding on the part of the company.

10. PRESENTS AND GIFTS, TRAVEL AND HOSPITALITY

Receiving or offering gifts and presents can generate conflicts of interest and risks to the integrity of the Compliance system and anti-bribery practices. To minimize this risk, MOTRICE SE allows a limit of R\$ 200.00 (two hundred reais) per event and per year, restricted to business partners, suppliers, clients and other relationships.

Promotional gifts, without commercial value, can be offered or received, and used for

brand promotion, such as diaries, key rings, calendars, pens, pen drives, notebooks, caps, pens, squeezes, mugs, mouse pads, and pencil holders.

Travel and hospitality should be strictly professional in nature, serve the interests of the company's commercial relations and under no circumstances represent the personal interest or privilege of anyone. The cost of travel and hospitality offered by MOTRICE SE or offered by business partners, suppliers or clients, must be submitted for prior joint approval by two senior managers, other than the requesting or receiving party, and the Anti-Bribery Compliance Officer.

Gifts and gratuities, travel and hospitality offered by MOTRICE SE will be controlled through a specific cost center and managed by Corporate Management and monitored by the Anti-Bribery Compliance Officer.

11. COMPETITION, ANTITRUST AND CONSUMER PROTECTION

MOTRICE SE and its employees respect free competition, as well as the relevant legal requirements and antitrust laws. The relationship with competitors is based on good faith, applied in all segments for the proper conduct of the activities performed.

MOTRICE SE and its employees must also respect and fully comply with consumer protection laws, preserving the organization's image.

12. ENVIRONMENT

Achieving a balance between environment, society and economy is fundamental to MOTRICE SE and guides all the company's activities.

The organization prioritizes protection of the environment, conservation of natural resources, and prevention of pollution in order to meet the needs of the present without compromising the ability of future generations.

MOTRICE SE believes that good environmental management can minimize costs and avoid waste of raw materials and natural resources. For this reason, all its businesses adopt a robust environmental management program, comply with all relevant legislation and take all possible measures to minimize environmental impacts.

The protection of the environment must be observed by each employee in their daily activities - from the acquisition of raw materials, design, production, transport/delivery, use, post-use treatment, and final disposal, in addition to complying with all the guidelines provided by the Quality, Health, Environment, and Safety team.

13. QUALITY MANAGEMENT

The Quality Management System is a strategic platform for MOTRICE SE and a competitive advantage in the marketplace. Its purpose is to continuously improve the company's performance, seeking customer satisfaction and meeting expectations of

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cost, time and quality.

Fostering a culture of excellence ensures that processes are effective and efficient, ensures resources are properly managed, and allows opportunities for improved delivery to be identified.

All employees are responsible for the quality of services and products offered by MOTRICE SE and should always comply with the company's quality procedures.

14. OCCUPATIONAL HEALTH AND SAFETY MANAGEMENT

MOTRICE SE's Occupational Health and Safety Management System provides a framework for managing risk, preventing work-related injuries and health problems, and providing safe and healthy workplaces for all employees.

The company seeks to adopt measures to eliminate the dangers and reduce the risks related to Occupational Health and Safety, always promoting communication to all employees and third parties, in compliance with the norms of the Ministry of Labor as well as adopting good preventive practices.

At the same time, each employee is also responsible for their own safety: they must comply with all safety guidelines received and make proper use of Personal Protective Equipment.

It is up to the employees to perform their activities with attention, care, and previous risk analysis, in order to prevent occupational diseases and work-related injuries.

MOTRICE SE adopts a robust Safety Management program that must be followed by all employees, subcontractors and leadership.

15. LEGAL REQUIREMENTS

MOTRICE SE is committed to complying with all laws applicable to the Integrated Quality, Environmental, Occupational Health and Safety Management System and the Anti-Bribery and Compliance Management Policy, including competition law and anti-bribery and anti-money laundering laws.

The company strongly condemns, will not practice or associate with those who practice child labor, slave labor, recruiting of minors, sexual exploitation or other measures that degrade the human condition of workers, observing the Ten Principles of the Global Compact (Brazil Network).

16. INTERNAL PROCEDURES

All employees must perform their work in accordance with MOTRICE SE's internal procedures, ensuring the effectiveness of the integrated management system, quality

of work, worker safety, care for the environment, prevention of bribery and compliance.

17. MONEY LAUNDERING

Money laundering is a financial operation or commercial transaction that conceals or disguises transitory or permanent illicit acts in order to appear legal.

MOTRICE SE undertakes to prevent any action that can be characterized as money laundering, complying with all legal obligations in force. The company vehemently avoids any activity that may resemble or appear to be money laundering, nor does it admit any practice of this nature.

Employees must always be aware of financial transactions. In case of suspicion, they must contact the person responsible for the Anti-Bribery Compliance Area or make a nominal or anonymous report through the available channel.

18. CONSEQUENCE MANAGEMENT

Employees who disrespect the Code of Ethics and the Anti-bribery and Compliance Management Policy during the exercise of their professional activities will be subject to disciplinary actions defined in proper procedures established by MOTRICE SE, based on the applicable laws in each case.

In case of doubt about the Code of Ethics or need for guidance on a particular episode, employees should seek guidance from the company's Anti-Bribery Compliance Area.

The Code of Ethics reflects the values and culture of MOTRICE SE. Compliance with it demonstrates MOTRICE SE's commitment to professionalism and transparency. The procedures described in this document are taken into consideration in all decisions made in the company, including those related to the evaluation of suppliers and employees.

All those who are directly or indirectly related to MOTRICE SE have the same ethical commitments, regardless of their position, and are expected to know this Code and ensure its full compliance.

19. DECLARATION OF RECEIPT

I declare for all purposes that I have received a complete copy of MOTRICE SE's Code of Ethics, that I am aware of its provisions, and that I undertake to comply with them fully.

I also declare that I have been informed of the obligation to comply with it in all situations and circumstances that are directly or indirectly related to my activities at MOTRICE SE.

Finally, I declare that if situations occur that are not foreseen in the Code of Ethics, I will immediately inform the person in charge of Compliance at MOTRICE SE.

Name: _____

Signature: _____

Date: _____