



ambipar^a

CORPORATE GOVERNANCE POLICY



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This document is part of the Ambipar Group's Risk Management System			

1. PURPOSE

The purpose of the Corporate Governance Policy ("**Policy**") is to establish the governance strategy, guidelines and commitments for **Ambipar** Participações e Empreendimentos S.A., its controlled companies, affiliates and subsidiaries (all collectively referred to as "**Ambipar**").

In accordance with our purpose "***We exist to Regenerate***", **Ambipar** believes that regenerating governance goes beyond complying with the ethical standards and governance recommendations established in the national and international market, in that it is guided by sustainable value, thinking of the entire value chain, considering the complexity and breadth expressed in our purpose.

By means of a robust governance system, **Ambipar** guarantees its longevity with a focus on sustainability, improves the decision-making process of senior management, planning processes, controls and the performance of the entire Group, as well as strengthening the institutional and reputational image by generating value for shareholders and other stakeholders in an ethical and sustainable manner.





2. ABOUT THE COMPANY

Ambipar is a Brazilian multinational, headquartered in São Paulo, in the state of São Paulo, Brazil. In a process of continuous growth, organically and through acquisitions of various companies in the country and around the world, we are in the process of improving and integrating the management of all our areas, companies and business units. We operate in 40 countries on six continents, through more than 500 operational bases

3. PURPOSE

"We exist to regenerate" - **Ambipar** is committed to working to PRESERVE and REGENERATE planet A, because there is no Planet B. Our goal, therefore, is to strengthen partnerships with agents of transformation who feel part of this ecosystem, helping us to ensure respect, care and protection, which generate ecologically viable attitudes for the preservation of life on the planet, minimizing negative impacts and enhancing positive ones, always in an ethical, transparent and equitable manner.

4. SCOPE

This Policy applies to all governance agents involved in **Ambipar's** Corporate Governance System.

All **Ambipar's** subsidiaries, associates or affiliates must define their guidelines based on the guidelines set out in this Policy, considering their specific needs and the legal and regulatory aspects to which they are subject.

5. GENERAL PRINCIPLES OF CORPORATE GOVERNANCE

To achieve the best performance in all aspects, not limited to the economic and financial, and at the same time to protect its stakeholders by directing, encouraging and monitoring compliance with its moral, legal and social obligations, **Ambipar** promotes the following general principles of corporate governance, inspired by those laid down by the Brazilian Institute of Corporate Governance – IBGC and adapted to the needs and reality of the company, as well as other principles guided by the Organization for Economic Cooperation and Development – OECD, as well as other national and international references:





- **Transparency and Accountability : Ambipar**, in keeping with the essence of corporate governance, ensures that its actions are clear to both the internal and external public, making the necessary Announcements to the Market, Communities, Employees and Stakeholders in general, including regularly presenting to all interested parties the consequences of the decisions/strategies chosen by the Company, resulting in a climate of trust both internally and in relations with third parties.
- **Equity**: the Company seeks to guarantee the equal treatment of all shareholders and interested parties, making visits by our shareholders/investors possible on a recurring basis, holding meetings after the release of our results, all with the aim of clearly communicating its way of acting, providing subsidies for the active participation of those who are interested not only in the investment, but also in the business, which brings us back to Conscious Capitalism.
- **Corporate Responsibility**: The company's ongoing commitment to ethical behavior, aligned with economic development, in harmony with projects and actions aimed at improving the quality of life on the planet, as formalized in **Ambipar's** Code of Conduct and Compliance.

6. CORPORATE GOVERNANCE STRUCTURE

6.1. General Shareholders' Meeting

This is the highest body with powers to guide the Company's business, guidelines and objectives, and will be called by the Board of Directors, the Fiscal Council (when installed) or by shareholders, in any case, in accordance with current legislation and the provisions of the Bylaws.





6.2. Board of Directors

It is the collegiate body responsible for strategic direction, engagement with the various stakeholders, for promoting a culture based on regeneration in all its aspects (environmental, social and governance), guided by transparency, accountability, integrity and ethics, social responsibility, inside and outside **Ambipar**.

The Board of Directors will be formed in accordance with the Bylaws and the Novo Mercado Regulations. Its members are people with extensive knowledge of environmental, social, governance and financial aspects, who act with independent criteria in the performance of their duties.

Ambipar recognizes that diversity, equity and inclusion is an extremely important issue and should be one of the criteria not only for the composition of the members of the Board of Directors, but also for periodic agendas so that the relevant issue is duly addressed within its strategy and receives the attention it deserves.

6.3. Statutory Executive Board

The Executive Board, elected by the Board of Directors, will be made up of a minimum of three (3) members and a maximum of ten (10) members, comprising a Chief Executive Officer, a Vice Chief Integration and Finance Officer, a Chief Financial Officer, an Investor Relations Officer, an Chief Operating Officer and a Deputy Chief Executive Officer and the others, if elected, Officers without specific designation. All directors shall be resident in the country and shall have a term of office of three (3) years, and may be re-elected, as provided for in the Company's Bylaws.

6.4. Supervisory Board

An independent supervisory body of the management bodies, i.e. the Executive Board and the Board of Directors. When installed, its work must be guided by the principles of transparency, fairness, confidentiality and independence. Its installation is provided for in the Company's Bylaws and can take place whenever required.





6.5. Corporate Risk Management and Internal Controls

The company has a **Risk Management Policy**, the purpose of which is to establish the main guidelines related to corporate risks and internal controls, in compliance with applicable regulations and good market practices, with a view to protecting and maintaining the business.

In compliance with Section 404¹ of the Sarbanes-Oxley Act (SOx), which requires companies to evaluate and report on the effectiveness of their internal controls over financial reporting, **Ambipar** maintains a robust risk management structure.

This structure covers the identification, assessment and proactive treatment of risks in various areas, such as: compliance risks, related to compliance with laws, regulations and standards applicable to **Ambipar's** business; financial risks; operational risks; reputational risks; political risks; technological risks; socio-environmental risks; and strategic risks, linked to Ambipar's ability to achieve its long-term strategic objectives, taking into account factors such as competition, technological changes and market trends.

¹ Sec. 404, SOx - (...) each registered public accounting firm that prepares or issues the audit report for the issuer shall attest to, and report on, the assessment made by the management of the issuer. An attestation made under this subsection shall be made in accordance with standards for attestation engagements issued or adopted by the Board. Any such attestation shall not be the





The Risks and Internal Controls Area, as outlined in the “Risks and Internal Controls Area Governance Document”, plays a central role in conducting the risk management process, providing support to senior management and managers from different areas in the identification, assessment, treatment and monitoring of risks.

Risk assessment is a continuous and dynamic process that considers the potential impact and probability of occurrence of risks, allowing **Ambipar** to prioritize mitigation actions and optimize the allocation of resources.

6.6. Advisory Committees

The Board of Directors has three (03) Advisory Committees: (i) Audit Committee, (ii) Sustainability Committee and (iii) Ethics Committee, whose powers, responsibilities and powers are duly regulated by their respective Regulations.

Among the Advisory Committees, the Ethics Committee is also responsible for advising the Board of Directors on governance, making recommendations for improving policies, practices and procedures as it deems necessary.

The Audit Committee, in accordance with Section 301² of SOx, plays a crucial role in overseeing the Company’s auditing and accounting processes.

According to Section 301 of SOx, it is the Audit Committee’s direct responsibility to appoint, remunerate and supervise the work of the audit firm, as well as being solely responsible for hiring and firing them. It should also establish procedures for dealing with complaints received by **Ambipar** about accounting, internal accounting controls or other auditing issues. It should also have the authority to hire consultants and other independent advisors.

² Sec. 301, SOx - (...) The audit committee of each issuer, in its capacity as a committee of the board of directors, shall be directly responsible for the appointment, compensation, and oversight of the work of any registered public accounting firm employed by that issuer (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, and each such registered public accounting firm shall report





Complementing the responsibilities of SOx, the Internal Regulations of **Ambipar**'s Audit Committee broaden the scope of the Committee's work, assigning it the responsibility of supervising the activities of the internal controls area, the internal audit area and the area responsible for preparing the Company's financial statements, as well as assessing and monitoring the suitability of transactions with related parties carried out by the Company and the risks to which the Company is exposed. In addition, the Audit Committee is responsible for monitoring the quality and integrity of financial information.

The Audit Committee reports directly to the Board of Directors, providing periodic reports on its activities and recommendations. It is the responsibility of the Board of Directors to ensure that the Audit Committee receives adequate funding from **Ambipar**.

6.7. Governance Agents

These are the individuals and bodies involved in the governance system, such as: shareholders, directors, auditors, board of directors, supervisory board, etc.

7. APPOINTMENT AND COMPENSATION OF MEMBERS OF GOVERNANCE BODIES

The company has a **Policy for the Appointment and Compensation** of Members of Corporate Governance Bodies, which defines the criteria and guidelines for the process of appointing and selecting members to serve on its Governance Bodies, its subsidiaries and affiliates, as well as establishing the guidelines to be observed and applied for setting the remuneration and respective benefits for the members of these bodies, for attracting, encouraging, recognizing and retaining qualified professionals, in accordance with its strategic interests and best market practices.

8. CORPORATE GOVERNANCE

The Company's Corporate Governance reports directly to the Board of Directors, and is under the management of the Corporate Legal and Compliance Department, which is guaranteed autonomous action so that it can act impartially in relation to any individual or collective interest, keeping the focus on governance guidelines, best practices in situations of related





parties and/or conflicts of interest, as well as proposing and/or implementing processes that promote best corporate governance practices, which are essential elements for adding value to the Company.

8.1. Corporate Governance duties:

- Secretarizing and organizing the meetings of the Company's Governance Bodies;
- Encouraging the continuous improvement of the Company's Corporate Governance System, as well as proposing any adjustments to said system, to adopt the best corporate governance practices;
- Ensuring the implementation of processes that promote and sustain the Company's Corporate Governance System;
- Ensuring compliance by the Governance Agents with the process adopted by the Company for making decisions, guaranteeing the agility (with quality) of the decision-making process;
- Drawing up and revising the documents related to the Company's corporate governance to keep them up to date with the highest standards of corporate governance;
- Ensuring the execution of the annual performance evaluation of the Company's Board of Directors and its Advisory Committees, as well as monitoring the execution of the action plans resulting from the evaluations of these bodies;
- Managing the Company's Corporate Governance Portal;
- Ensuring the execution and continuous improvement of the integration program for new members of the Board of Directors;
- Assisting in the preparation and submission of applicable periodic reports (Form 20-F, 10-K, 10-Q) and current events reports (Form 8-K) to the Securities and Exchange Commission³ (SEC), reports required by the CVM and B3;
- Establishing and maintaining a reporting calendar to ensure compliance with the deadlines for submitting reports to the SEC, CVM and B3;
- Coordinate with the responsible areas (Finance, Investor Relations, Legal) the review and approval of reports before the submission to the SEC, CVM and B3;





- Keeping up to date with changes in SEC, CVM and B3 rules and regulations and communicating these changes to **Ambipar's** relevant areas;
- Support the timely and transparent disclosure of any material errors or omissions in SEC, CVM and B3 reports, in accordance with applicable rules and regulations;
- Assisting the Board of Directors and the Audit Committee in interpreting the provisions of SEC, CVM and B3 reports and in implementing measures to mitigate these risks;
- Carry out the duties set out in the items above for the Company's Subsidiaries, as applicable.

8.2. Tools to support Corporate Governance

To ensure the effectiveness and fluidity of the operations of the Governance Bodies, **Ambipar** uses a series of structured tools and practices. These tools aim to optimize communication, access to information and coordination between members, promoting more assertive decisions and consistent monitoring of ongoing actions. These tools are detailed below.

- **Governance Portal:** used for organizing, storing and simultaneously making available the documents and information necessary for members of the Company's Governance Bodies to participate in meetings, securely and quickly.
- **Annual Calendar of Corporate Events:** at the end of each financial year, the Annual Calendar of Corporate Events is submitted for approval by each of the Company's Governance Bodies, and it is the responsibility of Governance to set the dates of the ordinary meetings of these bodies with the respective members and other Governance Agents involved to ensure the participation of all.
- **Annual Agenda:** each year, Governance submits to the Company's Governance Bodies for approval a proposal for an Annual Agenda, containing ordinary or extraordinary topics to be discussed by the said bodies, considering their area of activity and competencies, which are distributed over the months, according to the time and advance required, considering the periodicity of the meetings and the foreseeability of deliberation.





³ United States Securities and Exchange Commission.





- Follow-up:** The follow-up document is made available to the Company's Governance Bodies, detailing any requests made by the members during the meetings with the indication of those responsible in the Company for the issue and deadlines for positioning the said body on the issue. Governance is responsible for updating the document, as well as forwarding requests to the responsible areas of the company.
- **Proposed Resolution:** the deliberative topics to be submitted to the Company's Board of Directors, besides the support materials to be made available, are accompanied by Proposed Resolutions, which clearly present the information, relevant legislation, where applicable, and the history of resolutions on the subject that will be the object of consideration and decision by the aforementioned body.
 - **Evaluation of Governance Bodies:** the company has an annual process for evaluating the performance of the Board of Directors, its Advisory Committees and the Executive Board, as collegiate bodies, and the Chairman of the Board of Directors, following good corporate governance practices and seeking the continuous improvement of these bodies and their members.
 - **Training:** every year, members of the Governance Bodies are given training related to Corporate Policies, in particular, but not limited to, the Code of Conduct, Sustainability Policy, Anti-Corruption Policy, among others, to keep them up to date on the Company's main issues and training.

9. HIERARCHY OF GOVERNANCE RULES

Ambipar establishes a hierarchy of rules to guide its global operations. The **Corporate Policies**, approved by the Board of Directors, are the highest level, defining strategic guidelines and non-negotiable standards for the entire organization. They aim to standardize behaviour and assist in decision-making, while respecting local legislation. In exceptional cases, specific policies can be created to comply with local regulations, subject to justification and acknowledgement by Governance and the Board.

Below the Policies are the **Internal Regulations**, which regulate the functioning of specific bodies or departments, also approved by the Board of Directors. **Special Procedures (SP)**, in turn, detail the execution of activities or processes, and can be created by verticals or business units, with the approval of the CEO/CFO/COO of the corresponding vertical. Finally, other documents can be used for comprehensive internal communications, requiring legal validation and following a specific formal structure.





10. DUTIES AND RESPONSIBILITIES OF CFO, COO AND CEO

Given the importance of compliance with SOx and relevant regulations, the CFO (Chief Financial Officer), COO (Chief Operating Officer) and CEO (Chief Executive Officer) assume crucial responsibilities within **Ambipar**.

The CFO, as guardian of the company's financial integrity, is responsible for overseeing the implementation and maintenance of effective internal controls over financial reporting (ICFR), in full compliance with SOx Section 404⁴ and CVM and B3 rules.

This includes ensuring that these controls are properly documented, tested and evaluated periodically to prevent and detect material errors in the financial statements. In addition, the CFO oversees the preparation and review of these statements, ensuring that they are presented fairly, completely and accurately, in accordance with accepted accounting principles.

The transparent and accurate disclosure of relevant information to investors, in line with the regulations of the Brazilian Securities and Exchange Commission (CVM), the SEC and other regulatory agencies, is also within their remit. The CFO also plays a key role in financial risk management, identifying, assessing and managing the risks inherent in the company's operations, whether credit, market, liquidity or operational. To mitigate these risks and guarantee **Ambipar**'s financial health, the CFO implements specific policies and procedures.

The COO executes the company's business plans according to the business model outlined in advance.

⁴ Sec. 404, SOx - (...) each registered public accounting firm that prepares or issues the audit report for the issuer shall attest to, and report on, the assessment made by the management of the issuer. An attestation made under this subsection shall be made in accordance with standards for attestation engagements issued or adopted by the Board. Any such attestation shall not be the subject of a separate engagement.





The CEO, in turn, supervises the COO in the execution of the business plan and the CFO and the finance team in the management of financial operations, ensuring that **Ambipar** has the necessary financial resources to achieve its business objectives. Ensuring compliance with all aspects of SOx, including certifying the accuracy of financial statements as required by Section 302, is also part of his responsibilities. The CEO keeps the Board of Directors informed about the Company's financial performance and any relevant compliance issues, promoting transparent and effective communication. In addition, he oversees the corporate risk management process.

Both the CEO and the COO and CFO are aware that falsifying documents, as well as intentionally certifying admittedly inaccurate reports in violation of Sections 802 and 906 of SOx, are financial crimes subject to severe penalties.

Finally, it is important to note that the Compliance Area works together with the Audit Committee and senior management to establish and maintain a clear and confidential process for reporting accounting or financial irregularities, ensuring that whistleblowers are protected from retaliation.

11. WHISTLEBLOWING CHANNEL AND PROTECTION FOR WHISTLEBLOWERS

Ambipar provides a confidential and impartial Whistleblowing Channel, in compliance with Sox Section 806 and good corporate practice. This channel is available to all Employees, Third Parties, members of Senior Management and Administration, as well as other interested parties.

Reports can be made confidentially and, if desired, anonymously, through the following means:

- Online form: available on Ambipar's official website - <https://ambipar.com/en/anonymous-tip-hotline/>
- Email: ethics.response@ambipar.com
- Other means: indicated by the Compliance Area.

All reports received through the Whistleblowing Channel will be treated seriously, fairly and impartially. The Compliance Area is responsible for receiving, registering, analyzing and conducting the investigation of Complaints, ensuring the confidentiality of the entire process





and the protection of the Complainant's identity.

Ambipar guarantees full protection against any form of retaliation against bonafide Whistleblowers. The Company does not tolerate any form of retaliation and will take appropriate disciplinary action against any individual who violates this policy.

Further information on the process for receiving, investigating and dealing with complaints, as well as the rights and duties of the whistleblower and the accused, can be found in the Whistleblower Handling and Consequence Management Policy.

12. FINAL PROVISIONS

The **Ambipar's** Board of Directors is responsible for amending this Policy whenever necessary.

The Conduct Committee will assess the adequacy of this Policy every two years to verify its adherence to **Ambipar's** context.

This Policy comes into force on the date of its approval by the Board of Directors on 10/29/2024.





REVISION CONTROL

Rev.	Description	Issue Date	Analysis	Approval	Date
1	Initial Issue				07/01/2024
2	Scheduled review date				05/01/2026



