



POL 002 – Related-Party Transaction Policy

1. OBJECTIVES

1.1. The Related Party Transaction Policy (“Policy”) of CCR S.A. (“CCR” or “Company”) has the main purposes of: (i) to ensure that the transactions of CCR and its Subsidiaries (“CCR Group”) involving Related Parties are conducted in the best interests of CCR and its Subsidiaries, as the case may be, and are based on principles of transparency and commutativity; and (ii) to establish rules to prevent and settle possible Conflicts of Interest related to Related Party Transactions.

2. APPROVAL AND EFFECTIVENESS

2.1. This Policy review was approved by the CCR’s Board of Directors on September 30, 2021 and shall become effective as of October 6, 2021.

3. REFERENCES

3.1. This Policy was developed essentially based on the provisions of:

- i. Law 6,404/76 (“Brazilian Corporate Law”);
- ii. Technical Pronouncement of the Technical Pronouncements Committee - CPC 05;
- iii. Novo Mercado Regulation of B3 S.A. – Brasil, Bolsa, Balcão, of October 3, 2017;
- iv. Bylaws of CCR and its Subsidiaries;
- v. Internal Regulations of the Board of Directors and Advisory Committees of CCR;
- vi. CCR Group’s Code of Ethical Conduct;
- vii. Policies and internal rules of the CCR Group; and
- viii. Applicable CVM rules and regulations.

4. APPLICATION

4.1. The provisions of this Policy apply to CCR and its Subsidiaries (subject to the provisions of item 4.2 below), complementing the provisions contained in all legal and statutory provisions, CVM instructions and resolutions, shareholders' agreements, among other documents, including those listed in item 3 above.

4.2. CCR shall make its best efforts so that this Policy is observed by the Subsidiaries in which CCR holds joint control.



5. DEFINITIONS

5.1. When capitalized, the following terms, whether in singular or plural, or in masculine or feminine, have the meanings set forth below:

"Management" means the Board of Directors and Statutory Board of Executive Officers of CCR or its Subsidiaries.

"Managers" are the statutory officers and members of the Board of Directors of CCR or its Subsidiaries.

"Employees" all employees, including non-statutory officers of CCR Group.

"Special Independent Committee" means the special independent committee constituted pursuant to CVM Guidance Opinion No. 35, which shall be composed of: (i) exclusively by managers of the Company, in their majority independent; (ii) by non-managers of the Company, all independent and with notorious technical capacity, if the committee is provided for in the bylaws, for the purposes of article 160 of Law 6404, of 1976; or (iii) by: (a) a director chosen by a majority of the Board of Directors; (b) a director elected by the non-controlling shareholders; and (c) a third party, director or not, chosen jointly by the other two members indicated in letters (a) and (b).

"Ad hoc Committee" means the committee composed exclusively of members of the Audit and Compliance Committee, not conflicted to analyze contracting between company of the CCR Group and Related Party of CCR, referred to in item 7.7 of this Policy.

"Conflict of Interest" occurs whenever the interest of a Key Management Person or an Employee interferes, or seems to interfere, in any way, directly or indirectly, with their judgment and objectivity, to the detriment of the interests of the CCR Group, and may affect their ability to perform their activities or decide with exemption, impartiality or independence.

"Subsidiary" means any company in which CCR holds partner rights that guarantee it, individually or through voting agreement, and on a permanent basis, predominance in corporate resolutions and the power to elect a majority of the directors.

"Corporate Documents" means the Bylaws of CCR and its Subsidiaries, as well as the respective shareholders' agreements, if any.

"Equivalent Entities" means the entities that, although not part of the CCR's economic group, hold interest in any of CCR's Controlled Companies, as well as the respective controlling, controlled or affiliated companies of such entities.

"Significant Influence" is the power to participate in the decisions on financial and operational policies of an investee, but without the individual or joint control of such policies.



“Close Family Members” of a person are those family members who can be expected to exert influence or be influenced by such person in their business with the CCR and its Subsidiaries, as applicable, including:

- (i) the person’s children, spouse or partner;
- (ii) the children of the person’s spouse or partner; and
- (iii) the dependents of the person or of the person’s spouse or partner.

“Related Party” means the person or entity that is related to the Company or its Subsidiaries, in the terms described below:

(i) A person, or a Close Family Member, is related to a company of the CCR Group if:

- (a) has full or shared control of such company of CCR Group;
- (b) has Significant Influence over such company of CCR Group; or
- (c) is a member of the Key Management Personnel of such company of CCR Group.

(ii) An entity is related to a company of the CCR Group if any of the following conditions are met:

- (a) the entity and such company of the CCR Group, as the case may be, are members of the same economic group (which means that the parent and each subsidiary are interrelated, as well as entities under common control are related to each other);
- (b) the entity is an affiliate or joint venture of such company of the CCR Group (or an affiliate or joint venture of an entity that is a member of an economic group of which such company of the CCR Group is a member);
- (c) the entity and such company of the CCR Group are under joint control (joint venture) by a third entity;
- (d) the entity is under joint control (joint venture) of a third entity and such company of the CCR Group is an affiliate of this third entity;
- (e) the entity is a post-employment benefit plan whose beneficiaries are both the entity's employees and those of such company of the CCR Group;
- (f) the entity is controlled, fully or jointly, by a person identified on item (i) above;
- (g) a person identified in item (i)(a) has Significant Influence over the entity, or is a member of the Key Management Personnel of the entity (or of the entity's parent);



(h) the entity, or any member of the group of which it is a part, provides Key Management Personnel services to such company of the CCR Group.

(iii) For purposes of this Policy, Related Parties of CCR shall also be deemed to be Related Entities of CCR.

“Resolution Proposal” (RP) is the document that contains the necessary informations to subsidize analysis and decision-making by the Board of Directors, CCR's Executive Board or Business Divisions, as defined in the CCR Group Governance Documents.

“Key Management Personnel” means the persons who have authority and responsibility for the planning, direction and control of the activities of CCR or its Subsidiaries, directly or indirectly, including any Director of the company in question. For purposes of this Policy, the members of the Fiscal Council of the companies of the CCR Group shall also be considered as members of the Key Management Personnel.

“Transaction with Related Party” means the transfer of resources, services or assumption of obligations between CCR or its Controlled Companies, as the case may be, and a Related Party, regardless of whether a price is charged in exchange.

6. GENERAL GUIDELINES

6.1. The Key Management Personnel and the CCR Group's Employees shall, in the exercise of their duties, constantly seek exempt and transparent judgments, in strict compliance with the rules and procedures set forth in this Policy.

6.2. In order to identify the existence of a Transaction with Related Party, the Key Management Personnel and Employees shall take into consideration, mainly, the essence of the bond existing between the company of the CCR Group and the potential Related Party in question, and this essence shall prevail over any other formal aspects, not limiting itself exclusively to its legal form.

6.3. Related-Party Transactions shall be executed under commutative terms and in the best interest of CCR and its Controlled Companies, as the case may be, by means of contracts establishing, whenever possible, certain and determined installments.

7. PROCEDURES

7.1. The Key Management Personnel and the CCR Group's Employees, within the scope of their respective duties, shall strictly observe the procedures described below, which refer to the identification, analysis and approval of Transactions with Related Parties of the CCR Group.

Identification



7.2. All Key Management Personnel shall (i) in the context of their hiring or upon their investiture in CCR Group, as the case may be, receive a full copy of this Policy and complete the Related Parties Form informing the CCR Group who are the Close Family Members; (ii) mandatory and annually, by the end of February of each fiscal year, according to the instructions provided by CCR's Governance Area, review the Related Parties Form, which shall be available for completion and updating on the digital platform held by the CCR Group, in order to keep the list of Close Family Members updated; and (iii) eventually, whenever necessary, update that Form within seven (7) working days after the event change giving reason to the change of the Related Party Form containing the information of its Close Family Members.

7.3. The signatories of CCR's shareholder agreements or of any Subsidiary shall also receive, by means of their legal representatives identified in the respective agreements, a full copy of this Policy and shall, quarterly, by 15 (fifteen) of March, June, September and December, complete the Related Party form informing the CCR Group and the entities related to the CCR Group, in accordance with the definition of Related Parties set forth in item 5.1 of this Policy.

Preview Analysis

7.4. Prior to the negotiation, execution or approval of any agreement on behalf of the CCR Group, the party responsible for the acts in question shall consult the Related-Party list provided by Governance, in order to identify whether said agreement is characterized as a Related-Party Transaction, in which case the provisions of this Policy shall apply.

7.4.1. If there is any doubt about the classification of a certain person indicated in the registration as a Related Party, CCR's Governance area shall be consulted about it, through the e-mail address governancaccr@grupoccr.com.br, detailing in its message all pertinent facts, events and relationships.

7.4.2. The said register of Related Parties is not an extensive list, and the non-registration of a person in such register does not mean that such person is not a Related Party of the CCR Group, nor does it exempt the party responsible for a transaction from observing all the obligations and procedures set forth in this Policy, including regarding the verification of the classification of a person as a Related Party.

7.5. When identifying a potential Related Party Transaction, the person responsible for such an contracting shall, prior to its conclusion, provide the approval, as defined in POL 008 - Scope Policy, informing at least:

- (i) The effective proof of the business interest of CCR or its Subsidiary, as the case may be, in the realization of the transaction;
- (ii) Evidence that the transaction complies with the requirements



established in POL 013 - Procurement and Hiring Policies, clarifying whether there was a competitive process for the referred contracting;

- (iii) Information concerning potential counterparties in the transaction;
- (iv) The amount of the transaction and the expected maturity;
- (v) Description of any provisions or limitations imposed on CCR or its Subsidiary, as the case may be, as a result of entering into the transaction;
- (vi) If the transaction involves any reputational risk for CCR or its Subsidiary, as the case may be;
- (vii) Valuation methodology used and other possible approaches for valuation of the transaction;
- (viii) The financial condition of the Related Party; and
- (ix) Invitation letter, summary of the winning company's competitive process and technical and commercial proposal, if applicable.

7.6. The Resolution Proposals will be evaluated by the Governance area and must be accompanied, at least, by the opinion issued by the Compliance Area. In case of approval of a CCR'S Related-Party Transaction, in which case the approval of the Transaction shall be competence of the Board of Directors of CCR, the Resolution Proposal shall be previously analyzed by the Audit and Compliance Committee of CCR, which shall issue an opinion to the Board of Directors of CCR regarding, exclusively, the compliance of said transaction with the terms of this Policy and other Corporate Documents of CCR, as the case may be.

7.7. CCR's Audit and Compliance Committee may, at any time, at its own discretion, constitute an ad hoc Committee, which may, if necessary, hire external advisors, at CCR's expense, to assist it in the evaluation for purposes of issuing its opinion.

Approval and Formalization

7.8. Approval by the Board of Directors. CCR's Board of Directors shall be responsible for approving Related-Party Transactions comprising, on one hand, the Company or its Controlled Companies and, on the other hand, (a) any Company's Related Parties, except for the Company itself, its Controlled Companies and Similar Entities, in any amount; (b) Similar Entities, in an amount equal or superior, in a single transaction or in a set of related transactions, to one hundred and twenty million reais (R\$120,000,000.00); or (c) any Related Parties of the Company's Controlled Companies that do not fit into the previous items (other than the Company itself or its Controlled Companies), in any amount.



7.9. Approval by CCR's Chief Executive Officer. The Chief Executive Officer of CCR shall be responsible, after discussion with the other members of the Executive Board, for approving Related-Party Transactions (a) entered into between companies of the CCR Group, except if between companies whose capital stock is (with respect to all those involved), directly or indirectly, fully owned by CCR (in which case they may be approved by the Boards of the Business Divisions); or (b) involving, on one side, the Company or its Controlled Companies, and, on the other side, Similar Entities, in an amount lower (considering related operations as a whole) than one hundred and twenty million reais (R\$120,000,000.00).

7.10. In order to conduct a more detailed analysis of the Related-Party Transaction, the Executive Board or the Board of Directors of CCR may, at its sole discretion: (a) request, in advance and in due time, the preparation of an independent appraisal conducted by a specialized company that will review the terms and conditions of the proposed contracting and its adequacy to market conditions and practices; (b) request a prior analysis report of resolutions taken by CCR's Board of Directors in minutes already filed, with detailed information on similar contracts previously entered into with any third party or related party, indicating prices, terms, amounts, guarantees required, among other market information; and c) determine the creation of a Special Independent Committee to evaluate the conditions of the transaction and the advantages and disadvantages of alternative options.

7.11. Whenever it considers necessary, due to the value or risk of the Company's exposure, CCR's Executive Board may refer the decision to CCR's Board of Directors, which, in turn, may refer any decision on a Related-Party Transaction to the general shareholders' meeting, and any of the aforementioned bodies may request the installation of a Special Independent Committee.

7.12. Independent Special Committee Analysis: Notwithstanding the provisions of item 7.11 above, the Related-Party Transactions subject to deliberation by the general shareholders' meeting must necessarily be analyzed and negotiated by a Special Independent Committee.

7.12.1. In this case, subject to the provisions of the relevant Corporate Documents, the Board of Directors of the company of the relevant CCR Group shall elect the members of the Special Independent Committee, in accordance with any of the alternatives set forth in CVM Guideline No. 35, or any other that may replace it.

7.13. Effective Negotiations: The terms and conditions of the transaction shall be object of effective negotiation between the parties, in which people who are not in a situation of Conflict of Interest regarding the matter shall participate on behalf of CCR or its Subsidiary, and the negotiations shall always follow minimum requirements set forth in the CCR Group's purchasing and contracting policies.

7.14. Stakeholder Abstention and Vote: A Key Person of the Management or Employee who has a Conflict of Interest related to a potential Related-Party



Transaction must abstain from participating in any acts related to the negotiation and approval of such transaction.

7.14.1. The Managers must absent themselves from discussions and abstain from voting and making decisions regarding the matters in which they have conflicting interests with those of CCR or its Subsidiaries, as well as in the deliberation made about it by the other Managers, and they must inform them of their impediment and have the nature and extent of their interest recorded in the minutes of the meeting of CCR's Board of Directors and Executive Board.

7.15. When analyzing Related Party Transactions, the Executive Board, the Audit and Compliance Committee, the Board of Directors or the Special Independent Committee, as the case may be, shall consider the information described in the Resolution Proposal, among other informations that they may deem relevant for the analysis of the specific transaction, including, as the case may be, the results of evaluations carried out or opinions issued by a specialized and independent company hired.

7.16. Related Party Transactions are not allowed:

- (i) under conditions different from market conditions, whether business or financial, which may harm the interests of CCR or its Subsidiaries, as the case may be;
- (ii) with the participation of Key Personnel or Employees that have interests conflicting with those of CCR or its Controlled Companies;
- (iii) resulting from the use of confidential information obtained by the counterparty by any means;
- (iv) in detriment to CCR or any of its Controlled Companies, favoring any of its Related Parties;
- (v) without observing the limits provided for in the Corporate Documents of CCR or its Controlled Companies, in this Policy and in the rules established by the Management of CCR or its Controlled Companies, as the case may be; and
- (vi) consistent loans in favor of the controlling shareholder and management.

7.17. Specific Contract: All Related-Party hiring must be executed in writing in a specific contract, which must contemplate its main characteristics, especially in relation to prices (global price, unit price or provision of services by charging an administration percentage), deadlines, guarantees of execution term and quality, taxes and fees, exclusivity, subcontracting conditions, rights (including the possibility of termination) and responsibilities (including the payment of fines).



8. TRANSACTIONS EXEMPTED FROM THE PROCEDURES FORESEEN IN THIS POLICY

8.1. Are not subject to the procedures set forth in this Policy (i) the determination and payment of fixed, variable and share-based compensation and other benefits provided to the members of the Board of Directors and the Statutory Officers of CCR or its Subsidiaries, provided that the overall amount has been approved at a General Meeting, pursuant to the Brazilian Corporation Law, or in the Board of Directors, as the case may be; and (ii) the transactions carried out between, on one side, CCR or any of its Subsidiaries and, on the other side, a certain company whose capital is, directly or indirectly, fully owned by CCR (in case the transaction is directly made by it) or by the CCR's Subsidiary with whom the Related Party is contracting.

9. PERIODIC ANALYSIS OF THE RELATED-PARTY TRANSACTIONS

9.1. At the end of each quarter, the Governance area shall submit to the Audit and Compliance Committee, (i) the complete list of Related-Party Transactions entered into by the Company in the respective quarter, which shall include the transactions referred to in item 8.1, (ii) above, identifying, at least, the parties, the object, the consolidated amount (individualizing the amount of any amendments) and term; as well as (ii) the total number of Related-Party Transactions in progress.

9.2. After the end of each fiscal year:

- (i) The Audit and Compliance Committee must present to the Board of Directors, in summary form, all Related-Party Transactions entered into by the Company in the fiscal year prior to the presentation, as well as any proposals for changes or improvements to the rules and procedures set forth in this Policy;
- (ii) The Executive Board of CCR or of its Subsidiaries responsible for the Related-Party Transaction shall reevaluate the convenience of its maintenance, with the purpose of determining whether it is in their interest that the referred transactions continue or, if they deem necessary, to determine the termination of the agreements or their renegotiation, without prejudice to the duty of constant monitoring and the possibility of reevaluation and termination of the referred Transaction in shorter periods. CCR's Executive Board shall periodically report to the CAC and the CA-CCR the results of the monitoring reviews and reassessments that are performed.

10. IMPLEMENTATION AND INSPECTION:

10.1. The Board of Directors, advised by the Governance and Compliance area and by CCR's Audit and Compliance Committee, shall be responsible for inspecting the effective compliance with this Policy, and may, for such purpose, request any documents it deems necessary to comply with this attribution.

10.2. Any alleged violations of the terms of this Policy, including those related to the



effective consideration corresponding to the charges made in the scope of Related-Party Transactions, shall be reported to the Audit and Compliance Committee, which shall analyze them and propose to CCR's Board of Directors, in light of the Consequence Management Policy, the adoption of applicable penalties and measures, when applicable.

11. MECHANISM FOR CONFLICT RESOLUTION IN TRANSACTIONS BETWEEN COMPANIES OF THE CCR GROUP AND BETWEEN COMPANIES OF THE CCR GROUP AND RELATED PARTIES

11.1. In the event of dispute between companies of the CCR Group and Related Parties of CCR within the scope of a Related Party Transaction, the parties involved may submit such dispute to a mediation procedure or to a dispute resolution committee ("DB"), as described in this item 11. Before initiating the DB procedure, the Company shall inform the CCR-BD, which may evaluate the matter and make suggestions to the Company with regard to the conduct of the issue.

11.2. If the parties agree to mediation, the execution of the settlement shall be subject to the prior approval of the CCR-BD.

11.3. If the parties (a) decide not to mediate; or (b) fail to agree to settle the dispute within the mediation process, the parties shall submit the dispute to a dispute resolution committee ("DB"), whose decision shall be binding on the parties. In view of the binding nature of the decision, its compliance does not depend on prior approval by the CCR-BD.

11.4. The CCR Group's companies involved shall appoint representatives with full knowledge of the transaction and of the agreement under discussion to support the Vice Presidency of Governance, Risks, Compliance, Internal Controls and Internal Audit ("GRC+A") in mediation, when applicable, or in the process conducted by DB.

11.5. The mediation or DB shall, whenever deemed necessary by the parties involved, involve the hiring of legal and/or technical advisors to analyze the issue and issue independent technical opinions on the possible points of disagreement, as well as, if applicable, the identification and presentation of potential measures and alternatives to the existing standstill.

11.6. The costs of mediation and DB shall be equally distributed between the companies of the CCR Group and the Related Party involved in the issue. In case of controversy between companies of the CCR Group within the scope of a contract entered into between them, the parties involved shall submit such controversy to a mediation process to be conducted by the Vice Presidency of Governance, Risks, Compliance, Internal Controls and Internal Audit ("GRC+A"), with the support of the Company's Governance area. The provisions of items 11.2 and 11.3 shall apply, *mutatis mutandis*, in this case.

11.7. Whenever possible, CCR and its Subsidiaries shall seek to reflect in the contracts entered into with Related Parties that are not part of the CCR Group or in



which CCR holds joint control the conflict resolution mechanism provided for in this policy, and, in this case, any costs shall be shared equally between the parties.

11.8. Is prohibited the forms of compensation of advisors, consultants or intermediaries that cause a conflict of interest with the CCR and its Subsidiaries, its management, the shareholders or classes of shareholders;

12. POLICY UPDATE

12.1. This Policy may be amended upon previous approval by CCR's Board of Directors (a) by its own initiative, whenever such management body considers necessary, (b) by proposal of the Chief Executive Officer, of the Legal Department or of CCR's Audit and Compliance Committee; or (c) as a result of legislative amendments or of the CCR Group's corporate governance documents.

13. CONTROL AND VERSION RECORDS

Date	Version	Content
03/31/2016	01	NO-CCR-021-0 – Policy Creation
03/02/2018	02	NO-CCR-021-1 – Review of the Policy considering the revision of the Novo Mercado Regulation
01/30/2020	03	POL 002 – Policy Review - New CCR Bylaws and Governance Improvement.
08/27/2020	04	POL 002 - Review of Policy - clarification of transactions subject to evaluation by the Audit and Compliance Committee and supplementing the conflict of interest resolution mechanism.
10/06/2021	05	POL 002 – Policy Revision

14. APPROVALS

Code	Description	Version	Effectiveness
POL-002	Related-party Transaction Policy	05	From October 6, 2021 to October 6, 2023

ISSUER: BETINA ALEM

REVISOR: PEDRO SUTTER

APPROVED BY: CCR'S BOARD OF DIRECTORS (AT THE BoDM OF 09/30/2021)
