
**POLICY ON RELATED-PARTY TRANSACTIONS OF
SANTOS BRASIL PARTICIPAÇÕES S.A.**

Approved at the
Meeting of the Board of Directors
of the Company held on August 19, 2021.

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1. APPLICABLE REGULATIONS

This Policy on Related-Party Transactions of Santos Brasil ("Company") was prepared based on Federal Law 6,404, of December 15, 1976, as amended ("Brazilian Corporations Law"), Regulations of the Novo Mercado segment of B3 S.A. – Brasil, Bolsa, Balcão, Instruction 480 issued by the Securities and Exchange Commission of Brazil ("CVM") and corporate governance best practices ("Policy").

2. PURPOSE

The Policy, approved at the meeting of the Board of Directors of the Company held on August 19, 2021, establishes the rules to ensure that all decisions, especially those involving related parties and situations with potential conflict of interests be taken in the best interests of the Company and its shareholders.

The Policy assures transparency for shareholders, investors and the market in general and promotes equal treatment of suppliers and clients, in line with the best Corporate Governance practices adopted by the market.

To ensure the continuous improvement of practices, the Board of Directors of the Company will revise this Policy periodically.

3. SCOPE

This Policy applies to all transactions of the Company and its Subsidiaries (which, for all purposes, will be covered by the concept of Company in this Policy) with their Related Parties and must be observed by Company Managers and Employees while carrying out, on behalf of the Company, any Related-Party Transactions, in accordance with the definitions in Clause 4.1 below, or if any conflict of interests is identified.

4. DEFINITIONS

Whenever capitalized in this Policy, the terms and expressions below will have the following definitions except when the context in which they are use clearly states a different meaning, and apply to masculine and feminine, singular and plural forms without any change in meaning:

"Managers": members of the Board of Directors, Statutory or Non-Statutory Officers and members of the Statutory and Non-Statutory Committees and Fiscal Council, if established.

"Market Conditions": Are those that consider, during negotiations, the following principles: (a) competitiveness: prices, terms and conditions of services compatible with those practiced in the market; (b) compliance: services provided are compatible with the best practices and contractual responsibilities practiced by the Company, observe security controls, internal and external

rules, as well as legal and ethical standards and guidelines; (c) transparency: adequate reporting of the conditions agreed upon, with proper accounting, reflecting such conditions in the financial statements of the Company; and (d) equity: compliance with the same principles and procedures that govern negotiations between the Company and independent or non-related parties, making the negotiation isonomic by establishing mechanisms to prevent any discrimination or privilege and practices that ensure no privileged information is used or prevent the use of business opportunities for individual or third-party benefit; in addition, the operation must be useful for the Company.

"Conflict of Interests": Situation in which there is a conflict or incompatibility between the private interests (economic or otherwise, direct or indirect, even if through an intermediary) of shareholders, Managers, Employees or any business partner and the Company's interests, which could influence the Company's decisions and activities so as to cause undue advantage (economic or otherwise, directly or indirectly, even if through an intermediary) to the person, their relative or third party involved, or which could influence one's impartiality to the detriment of the Company's interests. For the Company, potential conflicts of interests are those in which the personal goals of decision makers, for whatever reason, may not be aligned with the Company's goals on specific matters.

"Subsidiaries": Any Person controlled by the Company directly or indirectly.

"Employee": All Persons that have an active employment relationship or service agreement with the Company. E.g.: interns, minor apprentices and other employees or contractors of the Company.

"Significant Influence": Power to participate in the financial and operational decisions of an entity, even if not controlling the entity's policies. Significant Influence is obtained via ownership interest or provisions in the bylaws or shareholders agreement.

"Close Member of a Person's Family": Family members who could be expected to influence, or be influenced by, this Person in their dealings with the Company, including but not limited to (a) spouse or partner and children; (b) children of their spouse or partner; and (c) their dependents or dependents of their spouse.

"Related Parties": Persons with whom the Company has the possibility of entering into contracts under conditions that do not have the independence that characterizes transactions with other third parties. According to CPC Technical Opinion 5 (R1), issued by the Accounting Pronouncements Committee ("CPC"), approved by CVM through CVM Deliberation 642 of October 7, 2010, related parties are Persons or entities related to the Company.

(a) A Person or a Close Member of a Person's Family is related to the Company if: (i) they have full or shared control of the Company; (ii) they have Significant Influence over the Company; or (iii) they are a Key Person in the Management of the Company or its parent company; and

(b) An entity is related to the Company if any of the following conditions apply: (i) the entity and Company are members of the same business group (which means that the parent company and each subsidiary are inter-related and the entities under common control are related to each other); (ii) the entity is an associated company or joint venture of another entity (or associated company or joint venture of an entity in the same business group in which the other entity is a member). (iii) both entities are joint ventures of a third entity; (iv) one entity is a joint venture of a third entity, while the other entity is an associated company of such third entity; (v) the entity is a post-employment benefit plan whose beneficiaries are employees of both entities, the Company and the related entity. If the Company is a post-employment benefit plan, employees who contribute to the plan will be deemed related parties as well; (vi) the entity is controlled, fully or as a joint venture, by a person identified in item (a); (vii) a Person identified in item (a) has Significant Influence over the entity or is a Key Person of the Management of the Company (or the parent company of the entity).

"Person": Any individual or legal entity, trust, unincorporated entity, investment fund, government or regulatory agency and its subdivisions or any other incorporated or unincorporated legal entity.

"Key Management Person": In accordance with CPC Technical Opinion 5 (R1) issued by CPC, a Person with direct or indirect authority or responsibility for planning, overseeing and controlling the activities of the Company.

"Related-Party Transactions": In accordance with CPC Technical Opinion 5 (R1) issued by CPC, transactions with Related Parties are those involving the transfer of funds, services or obligations, irrespective of any value being attributed to the transaction.

5. GENERAL GUIDELINES APPLICABLE TO CONFLICT OF INTEREST SITUATIONS

5.1 Notification of Conflict of Interests. In case of Conflict of Interests involving the Company, its shareholders, Managers and/or Employees, as applicable ("Conflicted Person"), that person must immediately notify their conflict of interests, as applicable, at the Shareholders Meeting, or the meeting of the Board of Directors, Board of Executive Officers or any Committee, ensuring that such conflict be registered in the respective minutes, and the Conflicted Person will be immediately removed from the discussions on the matter that is the subject of Conflict of Interests.

5.1.1 Notwithstanding the removal mentioned in Clause 6.1 above, if requested, the Conflicted Person may participate in discussions to provide further information on the operations, the extent of their conflict and the parties involved. However, the Conflicted Person must be withdraw from the final discussion and vote on the matter.

5.1.2 If the Conflicted Person fails to notify their Conflict of Interests, any other shareholder or member of the body to which the Conflicted Person

belongs that is aware of the situation can do so. As such, the Conflict of Interests will be investigated by the Compliance Committee and, if its existence is verified, the Conflicted Person's failure to voluntarily inform it will be deemed a violation of this Policy and is subject to applicable penalties decided by the Board of Directors.

5.1.3 While taking office, the Company Managers must sign a document stating that they have received, read and undertake to comply with this Policy.

6. GENERAL GUIDELINES APPLICABLE TO RELATED-PARTY TRANSACTIONS

6.1 Analysis of Proposals of Related-Party Transactions. Each Related-Party Transaction must be reported, by the Persons involved, to the Compliance and Legal Departments, which will verify compliance with the formal and legal aspects of applying this Policy, along with all the necessary and relevant information for analyzing the admissibility of the Related-Party Transaction, demonstrating that: (a) there are clearly demonstrable reasons, from the viewpoint of business, interests and practices used by the Company and (b) the transaction will be carried out under Market Conditions in all aspects.

6.2 Approval of Related-Party Transactions. The Board of Directors will, after favorable opinion from the Board of Executive Officers, in accordance with article 15, item X of the Bylaws of the Company, approve any Related-Party Transactions, which must be aligned with the Company's interests.

6.2.1 While approving a Related-Party Transaction, the Board of Directors must analyze the following information and any other it deems relevant for the transaction:

- (a) Compliance with Market Conditions;
- (b) the Related-Party's interest and the impact of approving such transaction on the Company;
- (c) the objective and opportunity of the transaction;
- (d) the direct or indirect participation of the Company in the transaction;
- (e) information on potential counterparties to the transaction;
- (f) the approximate value of the transaction and the value of the Related-Party's interest;
- (g) details on any provisions or limitations imposed on the Company as a result of the transaction;
- (h) if the transaction involves any reputational, financial or legal risk for the Company; and

(i) any additional information that may be relevant for shareholders and investors of the Company given the circumstances of the transaction.

6.2.2 The Board of Directors must reject the intended transaction or determine changes in its terms in order to protect the Company's interests. Related-Party Transactions that are not approved by the Board of Directors must be informed to the requesting parties by the Compliance Committee.

6.2.3 The Board of Directors, at its discretion, may also condition the approval of the Related-Party Transaction on changes it deems necessary for the transaction to be fair and in the Company's interests.

6.3 Impediment. In situations in which Related-Party Transactions require approval under the terms of this Policy, the Person involved in the approval process who has a potential private benefit from or Conflict of Interests with the decision to be taken must declare themselves impeded, explaining their involvement in the transaction and, if requested, providing details on the transaction and the parties involved.

6.3.1 The impediment must be registered in the minutes of the meeting of the Company body that deliberates on the transaction and such Person must withdraw from the discussions and decisions on the matter.

6.3.2 If the Managers or Employees of the Company become aware of any Related-Party Transaction that was not submitted to the procedures established in this Policy, the transaction must be submitted to the Board of Directors, which will analyze it under the terms of this Policy and may ratify, change or cancel the transaction.

6.3.3 The Board of Directors must also verify the reasons why the procedures of this Policy were not followed for such transaction and take the measures it deems applicable to the case, always ensuring the effectiveness of this Policy.

6.4 Formalization of Related-Party Transactions. Related-Party Transactions must be entered into in writing, specifying their main characteristics and conditions such as price, terms, guarantees, conditions for termination, responsibility for paying taxes and obtaining licenses, among others. In addition to these characteristics, the agreement must expressly envisage the possibility of termination, by the Company, of any Related-Party Transaction involving renewable obligations, in conditions equivalent to those applicable to transactions with non-related parties.

6.5 Exceptions. The procedures of this Policy do not apply to Related-Party Transactions related to: (a) fixed, variable or share-based compensation and other benefits provided to Company Managers, provided the overall amount has been duly approved at a Shareholders Meeting or Board of Directors Meeting, as applicable; and (b) transactions between the Company and any company direct or indirect subsidiary of the Company;

6.6 Prohibited Transactions. Approval and execution of following Related-Party Transactions are prohibited:

- (a) transactions in violation of Market Conditions;
- (b) not covered by the corporate purpose of the Company;
- (c) not comply with this Policy; and
- (d) violate the Code of Conduct, the Anticorruption and Antibribery Policy and the Compliance Program of the Company.

6.7 Procedure for identifying potential Related-Party Transactions. Any Person may report a transaction that they become aware of and which could be classified as a Related-Party Transaction, and the Compliance Committee and the Legal Department must issue an opinion as to whether the transaction is actually a Related-Party Transaction according to the procedures of this Policy.

6.8 Disclosure. Pursuant to the laws in force, the Company must disclose the Related-Party Transactions and the type of relationship and transaction between the parties, providing sufficient details for identifying the Related Parties and any essential conditions or conditions not at arm's length basis inherent to the transactions.

6.8.1 Such information will be disclosed (a) in the notes to the financial statements of the Company in accordance with applicable accounting standards, after the opinion issued by the Audit Committee of the Company; and (b) in the Reference Form to be submitted to CVM, as per appendix 24, item 16 of CVM Instruction 480/09.

7. **PENALTIES**

Failure to comply with the guidelines of this Policy will be subject the breaching party to the sanctions established in the Consequence Management Policy and by the Compliance Committee. Depending on the situation, the case will be submitted to the Board of Directors, which may impose on the breaching party the applicable disciplinary sanctions and also take the applicable administrative, civil and criminal penalties.

8. **RESPONSIBILITIES**

8.1 Responsibilities of the Controllershship Area

- Verify the negotiation, accounting and/or tax aspects, including compliance with Market Conditions, for operations with potential Conflict of Interests or Related-Party Transactions.
- Define, when queried, the purpose of a transaction with a potential Conflict of Interests or Related-Party Transaction and the possible impacts for each party.

8.2 Responsibilities of Business Areas

- Verify the negotiation aspects, including compliance with Market Conditions, for operations with potential Conflict of Interests or Related-Party Transactions.
- Ensure the application of Market Conditions in Related-Party Transactions.

8.3 Responsibility of Investor Relations Officer

- Disclose to the market events connected with Related-Party Transactions, subject to the specific rules on this matter.

8.4 Responsibilities of the Compliance Area and Legal Department

- Issue an opinion stating whether the transaction analyzed is actually a Related-Party Transaction or if there is a potential Conflict of Interests.
- Maintain an updated database of information regarding situations classified as Related-Party transactions.

8.5 Responsibilities of the Compliance Committee

- Verify compliance with formal and legal aspects related to application of this Policy.
- Oversee communications to Persons interested in Related-Party Transactions that were not approved.
- Analyze the penalties to be imposed on Persons that fail to duly disclose a Related-Party Transaction or who do it improperly.

8.6 Responsibilities of the Board of Directors

- Approve, after favorable opinion from the Board of Executive Officers, Related-Party Transactions and operations with potential Conflict of Interests, when applicable.
- Impose penalties on Persons as per Clause 8 above, when applicable.

9. **GENERAL PROVISIONS**

9.1 Compliance with the Brazilian Corporations Law. This Policy complies with the Brazilian Corporations Law, especially with regard to the fiduciary duties of Managers, and must be interpreted as reinforcing the fiduciary duties assigned to Managers by the Brazilian Corporations Law.

9.2 Amendments and Clarifications. This Policy may be amended upon approval of the Board of Directors of the Company, whenever it understands necessary and/or by virtue of amendments to laws and regulations or corporate governance documents of the Company. Any doubt about this Policy on Related-Party Transactions or the application of any of its provisions must be submitted directly to the Compliance Committee, which will provide due clarifications or guidance.

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