

<b>Subject:</b> Contributions, Donations and Sponsorships	<b>Identification:</b> PO-RIG-01 <b>Version:</b> 03
<b>Board in Charge:</b> Institutional and Government Relations	<b>Published on:</b> 07/03/2025
<b>Related Rules:</b> Code of Ethics and Conduct	<b>Review by:</b> 07/03/2028

## 1. Purpose

The purpose of this Corporate Policy ("Policy") is to establish the guidelines and rules that must be followed when making contributions, donations, and sponsorships by TOTVS S.A. and its subsidiaries and controlled companies, whether in Brazil or overseas ("TOTVS").

## 2. Scope

This Policy applies to all companies, employees and officers of TOTVS.

## 3. References

**Brazilian Corporate Governance Code:** document developed by entities linked to the Capital Market, which includes a set of principles, ground rules, and actions recommended to be adopted by publicly-held companies, and annually included in a report established by the Securities and Exchange Commission, through the "act" or "explain" approach.

**CODEC:** TOTVS' Code of Ethics and Conduct, applicable to the entire TOTVS, aims to provide a general understanding of the conduct and ethical principles that guide TOTVS' commitment to business integrity and internal and external relationships.

**Authority Policy:** aims to define TOTVS' decision-making powers and competencies, in strict compliance with the Bylaws and other internal regulations, in order to ensure that they are in line with the objectives and risk limits considered acceptable.

**Business and Institutional Relationship Policy with Public Entities ("PO-GC-02"):** aims to establish relationship conduct guidelines for TOTVS, through any representative or agent, with Government Entities, pursuant to the values and principles set out in the Code of Ethics and Conduct.

**Law No. 12,846/2013 ("Anti-Corruption Law"):** aims to establish the administrative and civil liability of legal entities for acts against the public administration, whether domestic or foreign. The law provides sanctions for companies involved in corruption acts, regardless of fault, and encourages the adoption of compliance programs to mitigate risks and demonstrate a commitment to ethics and compliance.

**Law No. 12,529/2011 ("Competition Law"):** establishes the structure of the Brazilian Competition Defense System (SBDC) and regulates the prevention and punishment of violations against economic order. The law defines anti-competitive practices such as cartels, abuse of dominant position, and conduct that restricts free competition, as well as governing the review of mergers and acquisitions. Enforcement of the law is the responsibility of the Administrative Council for Economic Defense (CADE), which may impose sanctions on companies and individuals who violate its provisions.

## 4. Definitions

**Business Area Associations:** representative entities in which TOTVS Group's interests are essentially commercial, related to the opening of markets and directly linked to TOTVS' fields of activity and business areas.



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**Commercial Sponsorship:** aims to disseminate TOTVS' portfolio of solutions and generate leads and businesses. Usually, these actions help strengthen TOTVS Group specific market niches.

**Compliance Red Flags:** are warning signs that indicate the occurrence of events that may increase the risk in the relationship with a particular third party. Examples include government sanctions, investigations, allegations of offenses related to corruption, fraud, money laundering, and terrorism financing, among others, as well as the presence of Politically Exposed Persons (PEPs) in the ownership structure or management team of the third party under review.

**Conflict of Interest:** effective or potential conflicts of interest are characterized when a Person involved in a decision-making process holds the power to influence and/or direct the outcome of that decision, that may ensure a gain and/or benefit for him/herself, a Close Relative, or for some third party with whom he/she has any type of involvement, or also in a situation that may, in an effective or apparent, direct or indirect, conflicting and irreconcilable manner, interfere with his/her capacity for independence/absence of judgment, jeopardizing the performance of such Person's duties, in detriment to the interests, values, ethics or reputation of the Company and/or of any TOTVS entity involved.

**Corporate Associations:** representative entities that handle corporate matters of interest to TOTVS, not linked to business areas and not necessarily sectoral.

**Contribution:** monetary outlay on any organizations and entities for the purpose of associative bonding. It may be voluntary or compulsory.

**Donation:** a voluntary, spontaneous contribution to another party, made without expectation of return, which can be monetary or non-monetary in nature. They may include the permanent transfer of goods, funds, or services, such as support for events, medical treatments, and nonprofit initiatives.

**Employees:** refers to all TOTVS employees.

**Encouraged donation:** donations made through tax incentive laws, and intended for cultural, sports, or welfare projects.

**Encouraged Sponsorship:** sponsorship actions carried out through tax incentive laws, and aimed at cultural, sports, or welfare projects.

**Improper Advantage:** the granting of favors, products, services, or goods, whether tangible or intangible—including monetary values—that may constitute obtaining undue advantages by influencing or rewarding any act, decision, or omission of a person, whether a Third Party, Intermediary, Public Agent, or not, in a business or institutional relationship context. This includes, but is not limited to, offering advantages, payments, gifts, or any benefit in goods or money with the purpose of influencing a decision or securing any type of undue advantage or benefit, as established by the Anti-Corruption Law.

**Institutional Association:** representative entities designed to act in the coordination and defense of their associates' common interests through participant engagement in relevant topics, which have an impact on the sector where their associates operate.

**Institutional stakeholders:** associations, universities, NGOs, community, or other entities that interact with TOTVS within an institutional scope.

**Institutional Sponsorship:** aims to strengthen the institutional image and promote TOTVS' reputation, as well as increase engagement with stakeholders and attract positive repercussion in the media.

**Public Official:** An individual, whether a public servant or not, who acts in an official capacity, holds a public office, position, or performs a public function, even temporarily or without compensation, within a Public Entity; an individual, whether a public servant or not, who holds an office, position, or performs a role in a parastatal entity or in a company contracted or partnered to carry out activities typical of Public Administration; or an individual who serves as a leader or employee of a political party, acts for or on behalf of a political party, or is a candidate for public office.

**Securities and Exchange Commission ("CVM"):** a federal regulatory agency linked to the Ministry of Finance, responsible for regulating, supervising, and developing the securities market in Brazil. Its role is to ensure transparency, fairness, and the proper functioning of the capital market, protecting investors and promoting the integrity of financial transactions.

**Sponsorship:** pecuniary support to a specific project, with defined returns and formalized through an agreement. It can be made directly (through outlays, with defined returns and through municipal, state or federal tax benefits, and can be classified as institutional or commercial sponsorship;

**TOTVS:** refers to TOTVS S.A., its direct and indirect subsidiaries and controlled companies, individually or collectively, in Brazil or overseas.



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## 5. Guidelines

The process for making contributions, donations, and sponsorships by TOTVS is directly linked to its annual strategy. The selection and approval of projects or associations must be guided by a critical analysis from each business unit, based on the corporate strategy and TOTVS' needs, and validated by its Directors.

In this regard, TOTVS follows the following guidelines:

- The selected entities, projects, initiatives, or events must converge in their proposals with TOTVS criteria, values, objectives, corporate strategy, and institutional and brand positioning;
- Donations should be intended for institutions whose suitability can be assessed, and may not be used as a means of funding illicit activities or payments, or to obtain undue advantages, for its own benefit or that of third parties. The institutions selected by the requesting departments or TOTVS companies to receive donations must be evaluated by the Internal Controls, Risk, and Compliance area to identify any compliance red flags. Preference will be given to institutions that present low risk to TOTVS' business, brand, image, and reputation;
- Necessary measures must be taken to prevent and avoid any act of corruption, ensuring compliance with applicable laws and promoting transparent and responsible management;
- You must follow the principles established in PO-GC-02 – Policy on Business and Institutional Relations with Public Entities, and you may not give, offer, promise, authorize and receive any improper advantage in order to influence the counterparty's decision for his/her own benefit or that of TOTVS, in accordance with the Anti-Corruption Law;
- You must avoid or mitigate potential conflicts of interest that may arise from any contribution, donation or sponsorship, in line with the ethical principles reflected in the TOTVS' Code of Ethics and Conduct;
- All resources allocated to contributions, donations, and sponsorships must be accurately and properly recorded to ensure transparent resource management.

The following are expressly **prohibited**:

- a) Any type of contribution, expense payment, donation and outlay, of a pecuniary nature or otherwise, to government officials or related persons, or to political parties or election campaigns;
- b) Support for projects involving religious or political events, or those related to awards in which TOTVS is a direct contender; and
- c) Any type of donation or sponsorship that may violate applicable laws and/or create conflicts of interest (including apparent or potential ones).

### 5.1. Contributions to Associations

The Institutional and Governmental Relations ("RIG") area is responsible for the relationship, strategic planning and management of TOTVS Group's participation in Institutional Associations, except for associations whose activities are included in Investor Relations practices, in which case they will be the direct responsibility of the Investor Relations Area ("IR"). Similarly, the relationship with the Business Areas Associations and Corporate Associations is the responsibility of the respective business segments and corporate areas of TOTVS.

To make contributions to these Associations, or to request a new affiliation or maintenance of the associative affiliation already in place in a new budget cycle, the following rules must be complied with:



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- New or ongoing association memberships must be requested from the area responsible for managing the portfolio (RIG) during the annual budget cycle, with the submission of all necessary information for analysis and control (such as scope, expected returns, and whether there is any relationship with public entities, for example);
- These memberships must be formalized through an Association Agreement or another legal instrument, which must specify the contribution amounts and the conditions for establishing and maintaining such relationships;
- Resources for this purpose must be explicitly planned and approved as part of the annual budget;
- At the end of each budget cycle, the Business, Corporate, and Institutional areas must report on the expenditures made in favor of the Associations under their management;
- The consolidated amount of outlays on Institutional, Business and Corporate Associations must be reported by the RIG area monthly to the Planning and Budget area at the monthly results meetings, and annually to the office of the Chairman of the Board of Directors;

The RIG area should keep the office of the Chairman of TOTVS' Board of Directors informed of the results of the activities carried out with the Institutional Associations.

## 5.2. Contributions to Trade Unions

Contributions to Trade Unions, if any, must take into account TOTVS' corporate strategy and needs, in addition to being in compliance with current legislation. It is the responsibility of the People area to gather the justifications for the respective contributions, prepare the budget forecast for membership and related disbursements to the Unions, in accordance with item 5.1.

## 5.3. Contributions to Professional Boards

TOTVS may bear the costs for an employee to join Professional Boards, associations or institutes, provided that the activity carried out, the development of projects, or the service provision requires or recommends such affiliation or registration.

These affiliations must be evaluated in terms of their relevance and alignment with TOTVS' interests, including their contribution to the professional development of employees. In this case, the Personnel Area, together with the employee manager, will be responsible for approving said affiliation and informing the RIG area.

In case a client requires that employees be affiliated to the Professional Boards, the RIG area should be notified, including with the information related to the project concerned, name of the employee who should receive the certification, and his/her respective area and position.

## 5.4. Donations of Financial Resources

TOTVS primarily allocates monetary donations to IOS – Instituto da Oportunidade Social, a nonprofit organization that is part of its ecosystem and focused on training in technology and employability for socially vulnerable youth and people with disabilities.

Financial donations to other institutions may be made in exceptional cases, provided they are previously assessed by the RIG and Compliance areas and approved by the TOTVS Board of Directors.



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The annual donation amount from TOTVS to IOS must comply with budget guidelines. The total budgeted amount must be proposed by the People area managers, validated by the RIG area, and approved in advance by the Chief Executive Officer. The RIG area is also responsible for monitoring compliance with the allocated budget for donations.

Additional financial donations to IOS, beyond the annual budgeted amount—such as in cases of public calamity—may be made with a formal justification of the need for the donation, provided they are previously aligned with the RIG and People areas and approved by the Chief Executive Officer.

Annually, or as needed, TOTVS and IOS must provide accountability reports detailing the results achieved during the relevant period. The reports should contain financial information, indicators mapped out and monitored during the period, descriptive analysis and possible action plans for correction and/or optimization of results, as well as information regarding strategic projects developed by the institutes in partnership with TOTVS.

Exceptions to these guidelines may be considered as encouraged donations and should be justified by the requesting area, approved by the area manager and by RIG, after the analysis of suitability by the Internal Controls, Risks and Compliance area.

Payment requests for donations must include proper documentation of the required approvals, in accordance with this Policy.

## 5.5. Donations of Fixed Assets and Technology Equipment

Donations of fixed assets and technology equipment owned by TOTVS should preferably be directed to IOS (Instituto da Oportunidade Social). Exceptions to this guideline include: (i) incentive-based donations under public policies involving tax subsidies; and (ii) cases in which donation to IOS is demonstrably unfeasible—under such circumstances, donations may be redirected to other institutions as indicated by IOS.

To be carried out, the donation must meet the following requirements: (i) confirmation of the availability of materials and technology equipment; (ii) evaluation and designation of the recipient institution by the RIG area; (iii) review by the Internal Controls, Risk, and Compliance area of the recipient institution, if the recipient is not IOS; and (iv) approval by the appropriate authority levels, in accordance with the current Authority Policy.

All donations of fixed assets and technology equipment must be documented through the Donation and Tax Return Statement, clearly indicating the individual accounting of the donated assets and their accumulated depreciation, in accordance with the current regulations.

## 5.6. Donations of TOTVS Products and/or Services

Donations of TOTVS products and/or services for institutional purposes may be made subject to prior evaluation by the RIG area, subsequent review by the Internal Controls, Risk, and Compliance area of the beneficiary institution, and formal approval by the competent authorities as established in the Authority Policy. The area responsible for the donation must issue a TOTVS Product and Service Donation Agreement, also applying the provisions set out in the preceding items regarding the acknowledgement of the donation.

## 5.7. Sponsorships

TOTVS sponsors and supports projects aligned with its institutional mission and strategic objectives that can enhance the value of its brand and strengthen its image, promoting its business solutions while demonstrating its commitment to the country's sustainable development and digital transformation.



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Sponsorships must be evaluated based on formal proposals, with subsequent conclusion of a contract between the TOTVS company that will be the sponsor and the sponsored party. In addition to the contractual conditions relating to the purpose of the agreement, sponsorship agreements must contain anti-corruption and data protection clauses, as applicable, and possible monitoring by TOTVS' Internal Audit team.

## 5.8. Institutional Sponsorships

For the granting of institutional sponsorships, initiatives originating from TOTVS' institutional stakeholders—those with whom the RIG area interacts—are evaluated in accordance with TOTVS' following key strategic pillars:

- **Education:** projects that encourage education through technology and promote social inclusion and employability through education or technology;
- **Sports:** sports projects that promote and encourage education and sports initiatives involving employees, such as running marathons and hiking;
- **Culture:** cultural projects that represent the country and expose the TOTVS brand among its stakeholders, groundbreaking initiatives related to technology that position the brand as a reference in technological innovation and projects with regional scope, which impact the communities of the places where TOTVS operates;
- **Technology:** projects that foster technological innovation and promote digital transformation in the country and technology sector projects held by associations or entities that seek technological dissemination and development.

The budgeting and management of the resources available for Institutional Sponsorships are the responsibility of the RIG area, which must report annually on the sponsored institutional events and the results achieved.

The process of mapping opportunities for encouraged sponsorships starts from the information, by the Tax Planning area, of the amount of resources available for this purpose, so that RIG, together with the Marketing area, can assess and decide on the support of projects that are applicable within the respective tax incentive laws. These areas are also responsible for the management and application of resources and the respective control of related expenditures.

## 5.9. Commercial Sponsorships

Commercial sponsorships aim to disseminate TOTVS' portfolio of solutions, generate leads, opportunities, and new business deals, as well as strengthen TOTVS' fields of activity of the TOTVS Group. All commercial sponsorships must converge with the criteria, values, objectives and positioning of the TOTVS brand and other brands owned by TOTVS, as well as be relevant to the target audience and integrate the marketing strategy.

TOTVS' priority means of action with its commercial stakeholders are:

- **Content:** Online or off-line publication of content created individually or developed in partnership, which is directly related to the industry;
- **Events:** Trade fairs, meetings, workshops, solemn events, among others, organized by entities or specialists from some niche market. Sponsorship may take place for brand exposure purposes (shows in a physical space, delivery of institutional materials, promotional gifts, etc.) or content (lecture by a TOTVS spokesperson on a strategic topic);
- **Advertising:** Purchase of space in a communication channel in order to disseminate the brand, business solution or offer to a strategic audience. Advertising can be on or offline.

Commercial Sponsorships must be previously suggested by the Business Areas in time for defining the annual strategic planning of product/segment marketing, and its approval is deliberated by the Marketing area, according to the area's budgetary and strategic guidelines.



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Any sponsorship of projects presented by employees must comply with the approval criteria and other guidelines set forth in this Policy.

## 6. Duties

### **TOTVS' Board of Directors**

- Approve the Contributions, Donations and Sponsorships Policy;
- Approve the annual budget, including the explicit signature of payments ruled by this Policy;
- Approve extraordinary financial donations to institutions other than IOS, upon prior recommendation by the RIG and Compliance areas.

### **Statutory Audit Committee**

- Evaluate this Policy and present recommendations to the Board of Directors regarding its approval;
- Oversee the work of the Internal Audit team, in verifying compliance with the actions related to contributions, donations and sponsorships related to this Policy.

### **Institutional and Governmental Relations (RIG) Area**

- Represent TOTVS with the Institutional Associations, except for the entities under management of the Investor Relations area, in alignment with TOTVS' guidelines and strategy;
- Evaluate the opportunities of institutional sponsorships and deliberate on their approval in conjunction with the Marketing area;
- Evaluate the convergence of Institutional Sponsorships with TOTVS' criteria, values, objectives and institutional positioning strategy;
- Map possible incentive opportunities aligned with tax optimization objectives and keep TOTVS up-to-date on such benefits;
- Report to TOTVS' Board of Directors on the benefits and results arising from TOTVS' activities with Institutional Associations;
- Propose, together with the Financial area, the annual budget of activities within the scope of this Policy;
- Manage the annual budget of contributions and donations and monitor their implementation monthly by TOTVS' areas.

### **Marketing Area**

- Evaluate the convergence of commercial sponsorships with the criteria, values, objectives and positioning strategy of the TOTVS brand;
- Evaluate institutional sponsorships together with the RIG area;
- Evaluate sponsorship proposals and deliberate their approval in accordance with the guidelines and rules of this Policy;
- Ensure the implementation of Sponsorship actions by monitoring the partners, associations, media or entities involved;
- Manage the budget of TOTVS' marketing package and monitor the execution of these resources by the Corporate and Business Areas.

### **Business Areas and Corporate Areas**

- Manage the associative affiliations under their responsibility and represent TOTVS with the respective Associations, in accordance with its guidelines and strategy;
- Monitor the agenda of the Associations of Business and Corporate Areas and identify the actions converging with TOTVS interests;
- Request the RIG area to budget resources for the maintenance of TOTVS' participation with the Associations of Business and Corporate Areas and carry out the procedures for disbursements;



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- Forward consolidated report on disbursements made to Associations of Business and Corporate Areas to the RIG area;
- Submit the form containing information related to certifications paid for employees;
- Annually report to the RIG area about the benefits and results arising from the actions carried out with the Associations of Business and Corporate Areas;
- Present the proposals of commercial sponsorships in the annual strategic marketing planning of the industry.

### **Personnel Area**

- Estimate the budget of resources for affiliation and disbursement of contributions with Trade Unions;
- Justify the needs involved in union contribution decisions;
- Approve employee memberships with Professional Councils, associations, and institutes;
- Evaluate and manage the relationship with the IOS, especially in relation to the actions related to the rendering of accounts of the organization and any other actions necessary to maintain the relationship between TOTVS and IOS;
- Estimate the budget in relation to the annual amount of donations from TOTVS to IOS, with the acknowledgment of the RIG area and prior approval by TOTVS' CEO.

### **Internal Controls, Risks and Compliance Area**

- Prepare, update, submit for approval and disclose this Policy;
- Support the establishment of internal controls to ensure adherence to the terms of this Policy; and
- Assess the integrity of institutions to be benefited by donations in order to identify compliance red flags.

### **Tax Planning and Controllershship**

- Identify opportunities for sponsorships or encouraged donations that can reconcile TOTVS' objectives with tax optimization;
- Propose, together with the RIG Area, a clear budget allocation of the items related to this Policy, as part of TOTVS' Annual Budget.

### **Internal Audit**

- Include in the Audit Plan, at least every other year, the matters related to this Policy.

## 7. Consequence Management

In case of noncompliance with this Policy, appropriate consequence management measures will be adopted to address the nonconformity.

## 8. Approvals

Name / Position	Description
Ariela Zanetta Simoni Executive Manager of Institutional and Government Relations	Development
Diana Rodrigues Marketing and Communications Director	Development
Marcos Corradi Executive Manager of Internal Controls, Risks and Compliance	Review
Patricia Thomazelli Legal Officer	Review

# ORGANIZATIONAL POLICY



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Vivian Broge Vice President of Human Relations and Marketing	Review
Dennis Herszkowicz CEO	Review
Statutory Audit Committee	Recommendation
Board of Directors	Approval