

## CODE OF ETHICS AND CONDUCT

### 1. Introduction

Terra Vista (hereinafter called Terra Vista Gestora de Recursos Ltda (“Terra Vista”) wants to unite people and companies with a single objective: **fight against climate change.**

To further our purpose and achieve this mission, it is critical that Terra Vista, employees and Suppliers (as defined below) are guided by a clear and consistent Code of Ethics and Conduct (“Code”). The Code applies to individuals and entities, such as partners, investors, directors, officers, employees, service providers, representatives, consultants and business partners (“Suppliers”) of Terra Vista and must be used in all the transactions and internal transactions and external relationships in which employees and/or Suppliers participate and/or will participate, whether resulting from written and/or verbal contracts.

### 2. Application

All employees and Suppliers (as defined) must strictly comply with all applicable laws, regulations, ordinances and policies, including this Code, as applicable, and always observe the highest standards of ethics in business and in their dealings.

No employee and/or Supplier (as defined) has the authority to engage in any conduct, active or remiss, that violates and/or violates this Code, whether due to business or competitive demands, industry practices or other requirements.

All employees and Vendors (as defined) are responsible for enforcing and complying with the Terra Vista Code and must distribute and make available to employees (as defined) and/or Third Party Vendors (as defined), contractors and/or subcontractors, including where applicable are any changes.

Terra Vista values the ethical conduct and ethical acts of management of its Suppliers, which is why it encourages them, without prejudice to third parties, to:

- continuously monitor and comply with applicable laws and decrees, especially those related to labor, social security and collective agreements/conventions;
- monitor and guide its employees, customers, service providers and suppliers, especially with regard to combating and preventing forced or slave-like and/or child labor, pedophilia, discrimination, moral and/or sexual harassment, tax evasion, corruption and money laundering;
- have internal policies and/or social inclusion programs, code of conduct and ethics, corporate responsibility;
- and have an ombudsman and service and relationship channels.

Terra Vista expects its Suppliers to commit to the pursuit of ethical and responsible management based on this Code, so that compliance may, at Terra Vista’ sole discretion, be monitored from time to time.



Any employee and/or Supplier (as defined) who violates this Code, or authorizes or permits its violation by another, will be subject to applicable administrative and/or contractual sanctions, including termination, application of fines/sanctions/penalties and/or termination of contractual relationship.

### **3. Ethical Conduct**

All relationships and businesses entered into and/or to be entered into with and/or between employees, Suppliers (as defined), competitors and/or public bodies must be guided by compliance with all applicable laws, decrees and regulations, always acting in a manner reasonable and cautious in all dealings.

This includes observing human rights, legislation related to the environment, anti corruption and competition legislation, as well as laws and regulations relating to combating money laundering.

No employees and/or Vendors (as defined) shall use their title, relationship and/or position to solicit personal favors or services from any other employees and/or Vendors (as defined).

In addition to complying with these laws, all employees and Suppliers (as defined) must encourage other employees and third-party Suppliers and comply with this Code and to practice ethical and good stewardship.

### **4. Discrimination and Harassment**

Terra Vista promotes and values initiatives in favor of diversity and equality.

Therefore, we prohibit all forms of discrimination, whether based on race, religion, gender, sexual orientation, age, political opinion, nationality, social position, origin or others.

Decisions related to hiring, benefits, promotions, training, disciplinary measures and terminations shall be made solely on the basis of the skills and performance of employees or contractors.

Terra Vista also repudiates all types of aggression or harassment, whether physical, psychological, moral or sexual.

If any employee or Supplier (as defined) witnesses any case of discrimination, aggression or harassment, directly or indirectly, contact the Compliance Area, through the Reporting Channel ([https://mu.safe.space/?utm\\_source=site](https://mu.safe.space/?utm_source=site)), which will give the appropriate treatment to each case, and, when applicable, after verifying the facts, will provide for the application of the administrative sanctions applicable to the person(s) responsible for the act(s).

The anonymity of the reporting person is ensured, therefore, do not hesitate to contact the Compliance Area if you witness any act of discrimination or harassment.

### **5. Competition**



All employees and Suppliers (as defined) must understand how competition law can affect their work and follow its rules.

Violating competition laws can have serious consequences for Terra Vista, including fines, damage to the company's reputation, lawsuits and even imprisonment.

What must be done to ensure compliance with competition law:

- do not exchange or share confidential information with competitors (e.g. future price increases, costs of providing services or business strategy);
- do not enter into agreements or maintain understandings with competitors that may limit competition (e.g., agreements on price increases or agreements on exclusive territories or on division of customers);
- reject all actions that are or may be interpreted as anticompetitive, monopolistic or contrary to competition law (such as cartel);
- be very careful in complying with these rules in any contact with our competitors, including associations and class entities;
- do not comment with third parties, directly or indirectly, on matters that are related to products or services of competitors and that are not based on real public and proven facts or whose objective is to publicly discredit the image of our competitors; and
- look for the Compliance area whenever you have questions (through the Compliance Channel).

If you have any suspicion that Terra Vista or any employee is engaging in any anti-competitive behavior, contact Compliance immediately.

## **6. Conflict of Interests**

No employee and/or Supplier (as defined) shall compete with Terra Vista or allow personal and/or family interests to directly or indirectly influence Terra Vista' business.

A conflict of interest can arise in any personal relationship that could influence our ability to act in the best interest of the company. It can also happen when our assessment of a circumstance can be affected by the possibility of personal benefit.

Examples of conflicts of interest are when you:

- has an interest in the business, administration or management of any supplier, service provider, agent, business partner, customer, competitor or any other organization doing business or seeking to do business with Terra Vista or its group companies. The same goes for your family members (spouses and direct relatives up to the third degree);
- makes a business decision motivated by a personal and/or family interest;
- receive personal benefits from Suppliers or competitors, such as gifts, payment for meals, transportation or accommodation, regardless of the amount, in exchange for favors or advantages;
- uses company assets or benefits from your job/position for private purposes; and
- has a personal relationship with an employee or Supplier that may influence your Terra Vista decision-making process or interfere with the performance of

any employees and/or Terra Vista engagements.

In case of doubt whether you are in an actual or potential conflict of interest situation, notify the Compliance Area and do not take any decision related to the conflict of interest situation until it is resolved.

## **7. Anti-Corruption Policy**

Terra Vista does not tolerate any act of corruption. All employees and Suppliers must comply with and ensure compliance with local and international laws that prohibit corruption everywhere we operate, including Law No. 12.846/2013 (“Brazilian Anti-Corruption Law”) and its regulations, the US Foreign Corrupt Practices Act. (“FCPA”), and other applicable national and international laws relating to bribery and corruption.

employees and Suppliers (as defined) are prohibited from, directly or indirectly:

- promise, offer or give undue advantage to a government official or agency or third party on behalf of Terra Vista or yourself (including cash and cash equivalents, donations, gifts, entertainment (tickets), accommodation, meals, travel, expenses or any other property);
- make small payments requested by a government official to expedite or secure the performance of a government procedure or action (“facilitating payments”); and
- hire a third party who may, even occasionally, interact with an official or public body on behalf of Terra Vista without due prior approval from the Compliance Area.

For more information on this topic, contact the Compliance Area.

## **8. Gifts, Entertainment, Travel and Others**

employees may not accept anything of value and Suppliers may not offer anything of value (including gifts, premiums, entertainment [tickets], tickets, favors, loans, services or special treatment of any kind, payment of travel or meal expenses) (“Gifts”) to public administration, public administration persons or organizations that do or intend to do business with Terra Vista, current or potential Suppliers, if the value exceeds R\$ 300 (three hundred reais).

If a Gift is received that exceeds the value indicated above, the Compliance Area must be contacted immediately to organize the raffle and donation of the item among the employees, if applicable.

## **9. Political contributions and elections for political office**

employees and Suppliers may not make on behalf of Terra Vista and/or on their own behalf, political contributions, unless the law of the respective country permits.

Any contributions are prohibited, unless authorized by Compliance, directly or indirectly, on behalf of Terra Vista.

Any employees and/or Suppliers who hold public (elected) positions and/or who wish to



run for municipal, state or national elections must previously communicate their intention and/or occupation to the Compliance Area, so that the viability and impact on business /reputation can be analyzed.

#### **10. Books, records and controls account**

Terra Vista' financial statements, books and records must accurately, clearly, completely and in adequate detail represent all of Terra Vista' businesses and operations.

Therefore, for Terra Vista' legal and operational security, any employees and/or Suppliers are prohibited from:

- make false, misleading, incomplete, inaccurate or artificial entries in Terra Vista books and records;
- failing to record transactions in accordance with Terra Vista' accounting policy;
- have a fund or asset not recorded in the financial statements;
- falsify any/any accounting record(s), issuance/issuance of notes or other business record(s);
- fail to respond fully and correctly to any inquiries from internal or external auditors or auditors of any public authority; and
- practice all procedure(s) or artifice(s) intended to manipulate, directly or indirectly, the quotation of assets or securities, inducing third parties to error in order to obtain financial advantages for themselves or for others.

If you become aware of any unregistered fund or asset or any type of violation of the above rules, report it to the Compliance Area.

#### **11. Confidential Information**

employees and Suppliers may have access to confidential information about Terra Vista, employees and Terra Vista Suppliers.

“Confidential Information” includes any non-public information about Terra Vista, employees and Terra Vista Suppliers, such as financial information, personal data, documents and information about financial models, processes and products, software, hardware and applications developed or in use, even if you participated in its development, among others.

Confidentiality obligations must be maintained, unless previously authorized by the Compliance Area. For this you must:

- keep documents related to your activities and not leave materials that contain confidential information in public places, office desks, open on your computer (with high visibility) and etc.;
- block access to your notebook whenever you're not around;
- not disclose to anyone any Confidential Information, fact or transaction involving Terra Vista strategy, employees and Terra Vista Suppliers and other non-public information;
- not to spread unofficial information (rumors) of any kind about Terra Vista, employees and Terra Vista Suppliers;

- limit the discussion of matters pertinent to Terra Vista to work meetings, avoiding comments on projects in public places;
- address strategic or non-public matters of Terra Vista, employees and Terra Vista suppliers only through official Terra Vista communications;
- not make unauthorized copies or send sensitive Terra Vista, employees and Terra Vista Suppliers documents to third parties; and
- give lectures, seminars or academic papers on Terra Vista or subjects that fall within your area of expertise without prior authorization from Terra Vista.

## **12. Prevention of Money Laundering and Terrorism Financing**

Terra Vista is committed to preventing money laundering resulting from illicit activities and combating the financing of terrorism, in accordance with current Brazilian regulations.

Terra Vista is aware that the effectiveness of its prevention procedures depends especially on the degree of collaboration and commitment of all its managers, collaborators, employees, clients and suppliers. To this end, Terra Vista has a Money Laundering Prevention and Combating Terrorism Policy, which sets out the guidelines to be observed, in particular, but not limited to, the procedures and rules established by Terra Vista for identifying and knowing its clients and suppliers.

## **13. E-mails, internet and information**

Our systems, internet, emails and all data that travels through Terra Vista' networks and systems, including messages sent and received, belong exclusively to Terra Vista.

To the extent permitted by local law, Terra Vista may monitor and use it for purposes of verifying compliance with internal laws and regulations and guarantee information security.

Access to our systems is granted based on your role and is therefore personal and non transferable. Only people who have been explicitly given the login username and password can use them.

The information entered, generated or changed in the systems, as well as the approvals carried out, are the sole responsibility of the electronic user who accessed the system.

## **14. External Communication**

Always address requests for communication with investors to the Legal Department ([juridico@terravista.eco.br](mailto:juridico@terravista.eco.br)). This Department is prepared to communicate correctly and transparently, allowing investors to follow the activities and performance of Terra Vista.

If you are contacted by the press, please direct to [projetos@terravista.eco.br](mailto:projetos@terravista.eco.br) who will deal with requests on a case-by-case basis. Do not give information and/or interviews without the prior authorization from Terra Vista, to avoid inappropriate communications that may bring harm to Terra Vista' name and image.

If you post about Terra Vista on social media, make sure that the post is consistent with

your work and Terra Vista's ethical values, and that it only deals with information that can be disclosed.

The use of images, logos, seals and/or any information or materials, by Suppliers, that are owned by Terra Vista, are mandatorily linked to the prior and express authorization of Terra Vista, and may, if and when authorized, be used only for purposes of institutions and for the dissemination of the respective signed instrument.

This document was last reviewed on April 19, 2024.

**[Do not display this topic on the website] 15. Review and management (internal control)**

This document will be approved by the board of directors and will be reviewed annually or according to the understanding of Terra Vista.

<b>Versio n</b>	<b>Date</b>	<b>Drafted by</b>	<b>Changes</b>	<b>Approved by</b>	<b>Next Review</b>
1.0	03/08/2023	Cristiane Calixto (Chief Compliance Officer)	-	Board of Directors	10/01/2024
2.0	19/04/2024	Ana Gambogi (Risk and Compliance analyst)	Formatting; typos; topic 13, para.2, added "and ensure information security."	Guilherme Rossetto - Head of Legal	19/04/2025