

**POLICY FOR TRANSACTIONS WITH RELATED PARTIES AND OTHER  
SITUATIONS INVOLVING CONFLICTS OF INTEREST OF BRISANET  
SERVIÇOS DE TELECOMUNICAÇÕES S.A.**

**1 OBJECTIVE**

- 1.1** This Policy on Related Parties Transactions and other Conflicts of Interest of Brisanet Serviços S.A. ("**Policy**") aims to establish rules regarding all relationships of Brisanet Serviços S.A. ("**Company**") with its Related Party, as defined below, in order to ensure that all operations and decision-making processes are managed and directed solely in the interests of the Company and its shareholders, particularly with regard to Related Party involvement and conflicts of interest, as well as all situations with potential risks in this regard.
- 1.2** The existence of relationships with Related Parties may mean that the Company's transactions with other parties are compromised, thus requiring that: **(i)** the existence of relationships with Related Parties be adequately disclosed; **(ii)** decisions regarding operations and decision-making be made avoiding direct influence from Related Parties; and **(iii)** transactions of this nature be carried out in accordance with customary market terms and conditions (Arm's Length), as described in item 5 below.

**2 SCOPE**

- 2.1** This Policy applies to, among others, all officers of the Company and its direct or indirect subsidiaries and their respective agents, technical and/or administrative managers, employees, collaborators, consultants, intermediary third parties and their respective family members, including spouses or partners, their children, the children of their spouses or partners and their dependents or those of their spouses or partners.
- 2.1.1** Loyalty is expected from all people described above under point 2.1 about their decisions, transactions and business, and it is required that the interests of the company always take precedence over the private interests of the decision-makers.
- 2.1.2** Everyone is obliged **(i)** to keep secret and confidential information about material acts or facts to which they have privileged access by virtue of their position or status until they are disclosed to the market; **(ii)** to ensure that subordinates and trusted persons do the same and are jointly and severally liable in the event of non-compliance; and **(iii)** never to use information to which they have access for private business or for the benefit of third parties, regardless of the outcome.

**3 DEFINITIONS**

- 3.1** Pursuant to applicable regulations, in particular Technical Regulation CPC No. 5 ("**CPC 5**") issued by the Accounting Regulations Committee and approved by the Brazilian Securities and Exchange Commission ("**CVM**") through Resolution No. 94 of May 20, 2022 ("**CVM Resolution 94**"), a person or entity related to the Company as indicated below ("**Related Party**") is considered a Related Party for the purposes of this Policy:
- (i) a person or a close member of his family who:

- (a) has full or joint control of the Company;
  - (b) has Significant influence (as defined below) over the Company; or
  - (c) is a member of the management of the company or its subsidiary.
- (ii) an entity that:
- (a) is a member of the same economic group as the Company;
  - (b) is a parent, subsidiary or affiliate of the Company;
  - (c) is under the joint control (joint venture) of a third party together with the Company;
  - (d) is under the joint control (*joint venture*) of a third party and the Company is an associate of that third party;
  - (e) is a post-employment benefit plan whose beneficiaries are the employees of both companies, the Company and the one related to the Company;
  - (f) is wholly or jointly controlled by a person referred to in point (i) above;
  - (g) is under the Significant influence of a person referred to in point (i)(a) above, or if that person is a member of the management of the entity (or the entity's parent company); or
  - (h) provides services of key management personnel of the entity or the entity's parent Company, or a member of the group to which it belongs provides services of key management personnel of the entity or the entity's parent Company.

**3.1.2** For the purposes of item 3.1 above, "**Significant Influence**" is the power to participate in the financial and operating decisions of a company but is not control over that policy. Significant influence can be obtained through share ownership, legal provisions, or shareholder agreements.

**3.1.3** For the purposes of item 3.1(i) above, close family members of an individual are those family members who can be expected to exercise influence or be influenced by the individual in their dealings with the company and include:

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

**3.2** For the purposes of item 3.1 above, key management personnel are those persons who have authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the company, including any director (executive or otherwise) of the Company.

**3.3** When considering each of the possible relationships with Related Parties, attention should be directed to the essence of the relationship and not merely to its legal form. In this sense, in the context of this Policy, they are not considered Related Parties:

- (i) two entities merely because they have a common director or other key management personnel or because a member of the management of the companies exercises significant influence over the other entities;

- (ii) two investors, only because they have joint control over a jointly controlled entity (*joint venture*);
- (iii) (a) entities that provide financing; (b) labor unions; (c) public service providers; and (d) governmental departments and agencies that do not wholly or jointly control or exercise significant influence over the entity solely by virtue of their normal dealings with the entity (even if they affect the entity's freedom of action or participate in its decision-making process); and
- (iv) customer, supplier, franchisor, concessionaire, distributor or general agent with whom the Company has a significant volume of business, merely by reason of the resulting economic dependence.

**3.4** For the purposes of this Directive, a "**Related Party Transaction**" means any operation of the Company involving the transfer of goods, resources, rights, obligations, the contracting or provision of services, business, disputes or actions in which related parties are involved, whether or not a price is paid for the transaction and whether or not they are represented by other legal or natural persons, except in the following cases: (i) transactions between the Company and its direct and indirect subsidiaries, except in cases where the direct or indirect majority shareholders of the Company, their managers or persons related to them have an interest in the share capital of the subsidiary; (ii) transactions between direct and indirect subsidiaries of the issuer, except in cases where the direct or indirect majority shareholders of the issuer, their managers or persons related to them have an interest in the share capital of the subsidiary; and (iii) remuneration of the managers of the Company or its direct or indirect subsidiaries.

**3.4.1** The definition extends to situations in which a person, directly or indirectly through a family member or a person with whom they live, with whom they are associated or with whom they have a close and intimate relationship, has a personal interest that is sufficiently relevant to influence or interfere with the objective and free exercise of their duties in the Company.

**3.4.2** The definitions contained in this Policy are merely examples.

**3.4.3** For any definitions, analyzes or assessments of operations of natural persons or legal entities that have any connection with the company must consider all applicable legal frameworks as well as these:

- the Company's Articles of Association;
- the Company's Code of Ethics;
- the Rules of Procedure of the Company's Audit Committee;
- the internal policies and procedures relating to the awarding of contracts or the establishment of partnerships in relation to goods, services, assets, benefits, etc.; and
- the Law No. 6404 of December 15, 1976, as amended ("**Brazilian Corporate Law**").

**3.5** For the purposes of this Policy, "**Market Conditions**" means the conditions under which, during trade, the principles of: (i) competitiveness (prices and terms for services that are consistent with those of the market); (ii) compliance (adherence to the company's contractual terms and responsibilities in the services provided and appropriate information security

controls); (iii) transparency (appropriate reporting of the agreed terms when properly applied and their reflection in the company's financial statements); and (iv) fairness (establishment of mechanisms that prevent discrimination or privilege and of practices that ensure that privileged information or business opportunities are not used to one's own advantage or to the advantage of third parties). Negotiations between the Company and related parties must follow the same principles and procedures that apply to negotiations between the Company and unrelated parties.

## **4 RESTRICTIONS**

- 4.1** The following are absolutely prohibited: (i) Related Party Transactions carried out on other than arm's length terms; (ii) the direct granting of loans or lending transactions and/or the provision of guarantees (sureties/sureties) (a) to members of the Finance Council, the Board of Directors, the statutory Board of Directors, the Audit Committee, other statutory or non-statutory committees of the Company and their respective deputies and to their respective spouses, partners, offspring or descendants of their respective spouses or partners; (b) relatives up to the second (2nd ) degree of the persons referred to in (a).) degree of the persons mentioned under (a); and (c) shareholders, whether natural or legal persons or legal entities in whose capital more than five percent (5%) is held, all executives of the Company and their respective deputies as well as their spouses, partners, descendants or descendants of their spouses or partners and their respective relatives up to the second (2nd) degree; and (iii) the provision of guarantees by the Company in favor of companies that do not belong to the Company's economic group.

## **5 PROCEDURES**

### **5.1 Prior Review**

The Company will annually require the persons falling within the scope of this Policy, as well as other persons it deems relevant within the scope of its competence, to complete a declaration of conflicts of interest or Related Party relationship ("**Declaration**") by means of a questionnaire that (i) must be signed by the declarant and, if applicable, his/her immediate superior; (ii) will be received and analyzed by the Audit Committee and the Chief Executive Officer; and (iii) will be made available to the Board of Directors, depending on the results, questions, positions of the parties involved and obstacles.

- 5.1.1** Regardless of the frequency with which the Declaration is made, it is the duty of the director or person involved in any operation or transaction of the Company to always disclose promptly and fully any conflict of interest or the existence of a Related Party relationship, its nature and extent, and this should not be limited to the Company's initiative.
- 5.1.2** Notwithstanding the foregoing, any person, even if not involved in the Related Party Transaction, may report actions or facts that he or she believes constitute conflicts of interest or involve Related Parties and must report them to the Audit Committee or another reporting or communication channel of the Company.
- 5.1.3** Failure by a person involved in a Related Party relationship to voluntarily disclose that fact will be considered a breach of good corporate governance principles and of this Policy, and such conduct will be brought to the attention of the Board of Directors without delay.

5.1.4 In the event of a conflict of interest, the person concerned must immediately withdraw from the specific process, opinion and decision-making related to the conflict by declaring him/herself impaired and awaiting guidance from a superior and compliance with the analysis process provided for in this Policy, but under no circumstances should the person involved fail to comply with his/her legal duties and those of protecting the Company's other risks.

## 5.2 Approvals

5.2.1 All and any Related Party Transactions concluded between the company on the one hand and any of its related parties on the other must be approved by an absolute majority of the members of the Audit Committee, which reports to the Board of Directors. Subsequently, such related party transactions must be approved by a majority of the members of the Board of Directors, which must include all independent members.

5.2.2 The Audit Committee shall ensure that transactions with Related Parties:

- (i) be entered into in writing, specifying their purpose and principal features, including the ability of the Company to terminate any transaction with a related party that is successive in nature on terms equivalent to those in contracts with unrelated parties;
- (ii) are conducted in accordance with Market Conditions; and
- (iii) are clearly disclosed in the Company's financial statements.

5.2.3 The Board of Directors shall have access, at its discretion, to all documents relating to Related Party transactions carried out by the Company, including any technical opinions or statements received by the competent body and the analysis carried out by itself. The Audit Committee must determine the content and format of the information it deems necessary for its deliberations on a Related Party transaction, and which will be distributed together with the notice of the meeting at which the transaction is presented for analysis.

5.2.4 Any decisions to approve transactions in which Related Parties may be involved must be approved by an absolute majority of the members of the Board of Directors.

5.2.5 RGB When the possible conflict of interest or the existence of a Related Party relationship concerns the Chief Executive Officer, the matter must be reported to the Audit Committee, which informs the Board of Directors. If a member of the Audit Committee is affected, he must declare his immediate disqualification and abstain from all matters relating to his involvement and the other members of the Audit Committee will take all measures to avoid a conflict of interest. In any case, such cases must be submitted to the company's Board of Directors for a decision. If necessary, the Audit Committee and/or the Board of Directors may rely on the opinion of independent (*ad hoc*) members and specialists.

5.2.6 The Company, through its management, makes every effort to make the terms of Transactions with Related Parties more transparent.

## 5.3 Criteria for Approval

**5.3.1** When analyzing Transactions with Related Parties, the Audit Committee and the Board of Directors consider, among other things, the following factors that they consider relevant to the analysis of the specific transaction:

- (i) whether there are clearly demonstrable grounds for carrying out the transaction with the Related Party from the perspective of the Company's business;
- (ii) whether the transaction is carried out on terms at least as favorable to the Company as those generally available on the market or those offered in comparable circumstances to third parties not related to the company, assessing, inter alia, the measures and procedures adopted to ensure the commutativity of the transaction;
- (iii) if the transaction is not carried out under the conditions of point (ii) above, whether adequate compensation is provided for;
- (iv) the results of the assessments carried out or opinions given by a specialized and independent firm, if any;
- (v) whether or not a competitive procedure has been followed for the aforementioned procurement, with the implementation of pricing procedures or the formalization of contracts with third parties, including the evaluation of their results;
- (vi) if no contracts were entered into with unrelated third parties, (a) the reasons why such contracts were not entered into, and (b) the reasons for the decision to enter into the transaction with Related Parties rather than unrelated third parties;
- (vii) the pricing methodology used and, if applicable, other possible alternative ways of pricing the transaction
- (viii) comparative analysis of the prices, terms and conditions available in the market and of similar transactions already carried out by the Company or the Related Party; and
- (ix) the extent of the Related Parties interest in the transaction, considering the amount of the transaction, the financial situation of the Related Party, the direct or indirect nature of the related party's interest in the transaction and the continuing or non-continuing nature of the transaction, in addition to any other matters it considers relevant

**5.3.2** If the related party transaction is related to loans granted by the Company to related parties, the Audit Committee and the Board of Directors shall evaluate the following criteria and factors for the approval of such related party transaction:

- (i) the reasons why the Company decided to grant this loan instead of investing the funds in its activities;
- (ii) analysis of the borrower's credit risk, including valuations carried out or opinions given by a specialized and independent firm; and
- (iii) the method for setting the interest rate, taking into account the risk-free market interest rate and the borrower's credit risk, and a justification for the method chosen.

**5.3.3** When approving transactions with related parties, the Audit Committee and the Board of Directors also analyze the following information in addition to any other information they deem relevant to the analysis of the specific transaction:

- (i) the terms of the transaction;
- (ii) the interest of the Related Party;
- (iii) the purpose and timing of the transaction;
- (iv) if the transaction involves the sale of an asset, a description of the asset, including the date of acquisition and the carrying amount or allocated cost;
- (v) information about the potential counterparties to the transaction;
- (vi) the approximate financial amount of the transaction and the value of the Related Parties interest;
- (vii) a description of any provisions or restrictions imposed on the Company by entering into the transaction;
- (viii) whether the transaction poses a reputational risk to the Company; and
- (ix) any other information that may be relevant to shareholders and investors given the circumstances of the specific transaction.

## **6 PENALTIES**

**6.1** Any violation of the provisions of this Policy may constitute serious misconduct with respect to the association or relationship of any of its members with the Company and may also constitute a civil and/or criminal violation of law.

**6.2** In the exercise of its rights and in accordance with the law, the Company will investigate and process the investigation and may conclude with administrative sanction (*enforcement*) of Members who violate any aspect of this Policy.

## **7 DISCLOSURE OBLIGATION**

**7.1** The company is required to disclose Related Party transactions pursuant to Article 247 of the Brazilian Companies Act, CVM Resolution 80 of March 29, 2022 ("**CVM Resolution 80**"), CVM Resolution 94 and CPC 5.

**7.2** Subject to the requirements and exceptions provided for in the above regulations, the Company must disclose information about Related Party Transactions through its periodic financial reports, the Company's Reference Form or, in addition, if the transaction is a material fact, within the terms of applicable legislation and regulations, to ensure the transparency of the process for shareholders, investors and the market.

**7.2.1** The disclosure of Related Party Transactions must describe in detail all criteria that the Audit Committee considered in approving the Related Party Transaction.

**7.3** Depending on the relevance of the Related Party Transaction, it is the responsibility of the Investor Relations department to propose that it be disclosed as a material fact.

## **8 RESPONSIBILITIES REGARDING CONTROL MECHANISMS**

- 8.1 Director of Investor Relations:** maintaining an up-to-date list of the Company's and direct or indirect subsidiaries' executives, technical and/or administrative managers, employees, employees and their respective families, including spouses or partners, their children, the children of their spouses or partners and their relatives or the relatives of their spouses or partners.
- 8.2 Director of Operations and Technology:** Maintains an up-to-date list of all suppliers, consultants and intermediaries and reviews any legal, tax or other restrictions. In addition, it is his/her responsibility to inform the suppliers, consultants and intermediaries of the limitations set forth in this Policy.
- 8.3 Legal Department:** Propose revisions to the Policy and Statement and assist the Audit Committee in reviewing any relevant actions or events.
- 8.4 Audit Committee:** Receiving declarations, taking urgent action, investigating, monitoring, following up and reporting to the Board of Directors, among other tasks, in accordance with this Policy.

## **9 FINAL PROVISIONS**

- 9.1** This Policy will be reviewed at regular intervals, either to ensure continuous improvement of corporate governance practices or due to legal, legislative or regulatory changes. It must be revised, approved and included in the minutes of the Board of Directors.
- 9.2** This Policy shall enter into force on the date of its approval by the Board of Directors of the Company and shall remain in force for an indefinite period.

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*This is a free translation of Related Party Transaction Policy of Brisanet Serviços de Telecomunicações S.A.*