

# CODE OF ETHICAL CONDUCT AND COMPLIANCE



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# 1. Presentation

This is the Code of Ethical Conduct and Compliance of Transmissora Aliança de Energia Elétrica S.A. (TAESA), outlining the **required corporate conducts** based on **general ethical principles**, guided by **universal values** considered essential in any behavior within the company, in order to strengthen the **organization's ethical culture**. This document must be read and disseminated among all employees.

All of TAESA's activities, operations, products and services are guided by this Code and rigorously comply with applicable internal and external standards and regulations.

It is **everyone's responsibility** to be aware and abide by the laws governing our activities. TAESA does not tolerate any omission or negligence regarding this matter.

## 2. Purpose



To establish and enforce **the general behavioral guidelines** to be followed regarding the company's ethical conduct standards throughout the performance of corporate activities.

### 3. Scope



The Code of Ethical Conduct and Compliance applies to **all** employees, interns, officers, directors, service providers, suppliers and related parties, except if more restrictive standards are established by specific laws.

### 4. General Ethical Principles

All negotiations of contracts, agreements, corporate bylaws amendment proposals, and the policies that guide all of the company's activities must be based on **the principles of ethics and integrity**, including:



**1. Lawfulness** – TAESA enforces compliance with laws and other conduct standards and rejects any involvement of its employees with individuals engaged in unlawful activities or other endeavors funded by illegal sources.



**2. Honesty** – TAESA does not tolerate corruption or similar activities of any kind.



**3. Responsibility** – TAESA and its employees must be accountable for their own actions, considering the impacts caused to the community and the environment, as well as sustainable long-term business growth.

## 4.1. TAESA's Five Basic Principles

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**1. Good management** – Running the company in a balanced and conscious manner across all levels, constantly striving to achieve higher quality standards.

**2. Respect** – Acting in accordance with corporate and social interaction rules, always in the best interest and well-being of everyone involved.

**3. Equity** – Maintaining a constant balance between private and general interests of each individual, the company, shareholders and suppliers.

**4. Transparency** – Ensuring clarity, reliability and honesty across all corporate activities.

**5. Loyalty** – Refraining from depriving the company of opportunities or capitalizing on opportunities in detriment of the company's interests, avoiding all endeavors with third parties who may compromise a potential opportunity for TAESA to their own benefit.

## 4.2. United Nations Global Compact

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TAESA is committed towards guiding all of its operations based on human and labor rights, as well as environmental principles, contesting any form of corruption, in accordance with applicable laws and global initiatives, such as the Ten Principles of the United Nations Global Compact.

## 4.3. General Duties

### 4.3.1. Assets and Resources

- a. Work diligently to safeguard the company's assets by adopting a responsible behavior aligned to regular operating procedures, as well as accurately documenting the use of such assets.
- b. Cautious and rational use of entrusted company assets, avoiding any inappropriate use that may cause damages or hinder efficiency, or otherwise against the company's interests.
- c. Care for and protect entrusted resources, and immediately report eventual threats or effective damages to TAESA property either to the hierarchical superior or the person in charge of property security.
- d. Do not use corporate machinery, equipment and vehicles for activities not related to business affairs, except those that do not compromise documents or rules in effect.

### 4.3.2. Technology

- a. Consciously adopt the corporate security policies in order not to compromise the functionality and protection of technological resources.
- b. Strictly abide by corporate security policies to avoid compromising functional efficacy and protection of corporate systems.
- c. Do not use the corporate email to send offensive and/or insulting messages or otherwise use inappropriate language, as well as to make inappropriate comments that may offend others and/or damage the company's reputation.
- d. Do not store personal or third-party files in intranet folders.
- e. Do not access websites containing pornography or other unethical or immoral content.
- f. Do not share personal passwords.

- g.** Do not download unlicensed software in violation of the information Security Policy without prior authorization.
- h.** Do not use computer equipment for illegal purposes or in ways that may compromise such equipment's functionality.
- i.** Use social media consciously and be mindful of opinion shared, in order to safeguard information security, TAESA's reputation and the employee's own professional reputation.
- j.** Restrict access to confidential information strictly by authorized personnel, and pay special attention to documents and materials left over desks or in drawers and file cabinets.
- k.** Protect the information and know-how (knowledge, technologies, methods, systems) created or circulated internally, which are TAESA property and may not be used for personal purposes or transferred to third parties, except upon prior authorization by processes and business activities also require prior authorization before disclosure.
- l.** Do not alter the contents of any documents, information or data.

### 4.3.3. Interpersonal Relationships

- a.** Behave in accordance with the company's standards and act in a polite manner, demonstrating openness and attention in any interaction, while also respecting individual differences.
- b.** Practice accepting different opinions regarding work matters and promoting integration between peers, colleagues and teams.
- c.** Cooperate with co-workers to ensure a good performance in tasks and guide everyone with patience and interest, internally sharing non-confidential information that may otherwise lead to errors if not disclosed.

## 5. Guidelines



### 5.1. TAESA's Relationship with Employees

TAESA does not tolerate any incitement, promotion and dissemination of prejudice or discrimination based on age, race, gender, sex, sexual orientation, nationality, health condition, political opinion and position, physical and social condition, religious belief, or any other factor in the workplace.

**TAESA respects the workers' right to unionize, acknowledging the role of work association and/or union entities.**

#### 5.1.1. Personal Dignity

- a.** The privacy of employees is governed by policies that specify which information is required and how it must be treated and protected. Such policies prohibit any communication/dissemination of personal data without the respective stakeholder's consent, except when required by law.
- b.** Systematic discrimination, humiliation, psychological abuse or isolation practices are harmful to human dignity and are strictly prohibited, regardless of their reasons.
- c.** TAESA does not tolerate any form of moral or sexual harassment, behavior or speech with sexual innuendos that may disturb others, or the exposure of images with explicit sexual references, insistent and continuous references thereof.

- d. TAESA does not condone or tolerate any kind of adult or child labor exploitation.
- e. TAESA is committed towards eliminating the physical barriers that hinder work opportunities or abilities of individuals with any kind of special needs.
- f. Providing false testimony or unsupported information, ultimately harming the reputation of other employees or the company itself, is strictly prohibited.

### 5.1.2. Sustainability

- a. TAESA is committed towards protecting the environment and mitigating eventual adverse impacts caused by the company's activities, in addition to supporting, promoting and adopting sustainability practices, acknowledging the sustainable use of the environment as an essential condition for business development and continuity.
- b. TAESA is aware that diversity helps foster a welcoming environment based on the precepts of respect, acceptance, inclusion and tolerance, in order to maintain the motivation and engagement of employees, ultimately building a culture of respect, cooperation and sense of belonging, in addition to fulfilling its social role.<sup>5</sup>

#### 5.1.2.1. Safety, Environment and Health

- a. Everyone's attention is essential to ensure an effective and efficient prevention of work accidents.
- b. Employees in management positions must keep the prevention policies up to date, constantly comparing them with best practices in similar activities and adopting new technologies available.
- c. Those in charge of activities must ensure all subordinates comply with preventive measures, checking for lack of attention in activities involving risks.

- d.** TAESA prohibits the use of illegal drugs, tobacco and alcoholic beverages in the workplace during working hours.
- e.** TAESA does not allow illegal gambling within the company's premises.

## 5.2. TAESA's Commitments towards Shareholders, Financial Analysts and Investors

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**TAESA undertakes the following commitments:**

- a.** maintaining a prudent management in line with the economic-financial objectives of the market, as well as safety, quality and savings requirements of the public service granted;
- b.** not favoring specific categories of shareholders or exclusive shareholders, intentionally or not or not, by selectively using confidential information;
- c.** communicating with all shareholders in a timely, consistent and equal manner;
- d.** adopting a Corporate Governance system as required by the Brazilian Institute of Corporate Governance (Instituto Brasileiro de Governança Corporativa – IBGC) to uphold best market practices;
- e.** adopting and developing a system to management, anticipate and control risks, in order to safeguard TAESA from eventual crisis situations, as well as to prevent them;
- f.** adopting a control, organization and management system focused on ensuring transparency, correction and truthfulness in corporate communications, in order to prevent at the company (forged balance sheet, usury, market abuse, false communication to supervisory entities or other mechanisms used seeking personal benefit in detriment of the company's best interest);

- g.** adopting appropriate procedures in information communications to disclose material facts and trading of securities issued by the company;
- h.** ensuring homogenous and simultaneous information and opportunities to corporate investors and minority shareholders, as required by law.

### 5.3. TAESA's Commitments towards Suppliers, Business Partners and Third Parties

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**TAESA undertakes the following commitments:**

- a.** ensuring equal and uniform treatment to all suppliers;
- b.** clearly and understandably establish the behavior expected in all circumstances when devising contracts;
- c.** for the most relevant categories, establishing a list of suppliers whose qualification criteria are based on specific technical and financial requirements without creating an access barrier;
- d.** in each supplier contract, establishing clauses that indicate compliance with the TAESA Code of Ethical Conduct and Compliance, as well as the Anti-Corruption Act (Law No. 12.846/2013);
- e.** maintaining business relations only with individuals and corporations that conduct legal activities, financed with legitimate funds. For such, TAESA shall implement preventive controls and verifications as possible;
- f.** preventing suppliers from engaging in future contracts whenever they adopt behaviors that violate the general principles of the TAESA Code of Ethical Conduct and Compliance;
- g.** social and environmental requirements (e.g. Environmental Management System) or specific external certifications are used

for private supplies, if the supply activity can be suited to the ethical principles adopted;

- h.** regarding occupational safety standards, TAESA undertakes to exhaustively present the risks linked to respective activities of the company and applicable preventive measures;
- i.** not authorizing services provided by third parties not based on the contracting standard in effect;
- j.** ensuring maximum transparency and ethical efficiency in the procurement process, which is guaranteed by adopting internal procedures that must consider the following items, among others:
  - I.** assessing the opportunity of rotating personnel assigned to the Procurement area;
  - II.** limiting cases in which there are coinciding roles between the requesting unit responsible for drafting contracts;
  - III.** keeping track of all choices made;

**IV.** preserving information, as well as official documents regarding acquisitions and contracts for the periods established by applicable standards;

**V.** monitoring corporate movements (e.g. joint venture, acquisitions) and economic movements (e.g. financial status, bankruptcy) of suppliers.

**k.** adopting the following criteria in procurement processes:

**I.** seeking the best conditions for TAESA and providing equal opportunities to suppliers;

**II.** indispensable and mutual loyalty, transparency and cooperation in pre-contractual behaviors;

**III.** technical update regarding new products and services;

**IV.** treating all suppliers equally;

**V.** adopting objective and traceable criteria when selecting suppliers and ensuring necessary and sufficient competition.

## 5.4. TAESA's Commitments towards Regulatory Institutions and Authorities

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TAESA's regulatory agencies are the Brazilian Electricity Regulatory Agency (*Agência Nacional de Energia Elétrica – ANEEL*), the Operator of the National Electricity System (*Operador Nacional do Sistema – ONS*), the Brazilian Ministry of Mines and Energy (**MME**), and the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários – CVM*).

### TAESA undertakes the following commitments:

- a. meeting all deadlines and timely respond to all regulatory agencies;
- b. disclosing all information based on corporate policies and checking with those in charge;
- c. cooperating to establish industry regulations, when applicable;
- d. avoiding situations of conflict of interests with civil servants from the industry's regulatory institutions and authorities.

## 5.5. TAESA's Commitments towards Institutions and Associations

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### TAESA undertakes the following commitments:

- a. deploy efficient communication channels with regional, national and international institutions;
- b. represent the company's interests and positions in a transparent, rigorous and coherent manner, avoiding any illegal conduct;
- c. coordinating relationships with institutions in a way as to ensure maximum transparency in relationships;
- d. adopting proper measures to prevent violations in Public Administration;

- e. adopting coherent behaviors based on the purpose and criteria of representation associations in which the company participates;
- f. acting transparently in all relationships.

## **5.6. TAESA's Commitments towards Media, Opinion Groups and Scientific Community**

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Charitable and sponsored activities, which may be related to social, environmental, sports, performance and arts subjects, must comply with the TAESA Sponsorship Policy and the company's activities.

TAESA undertakes not to disclose false or biased comments and news, and respond to notes shared by associations, based on the company's regular activities.

Each communication must be carried out with clarity, transparency, timeliness and preservation, including privileged information, in accordance with applicable laws, rules and practices of professional conduct, avoiding any kind of undue pressure or favors from media representatives.

Employees are not allowed to share personal ideas, opinions or preferences on behalf of the company or its managers. Moreover, no one may speak on behalf of TAESA both to the formal press or in social media, except when duly designated by the company's management and guided by the Communication area.

## 5.7. TAESA's Commitments towards the Community

### TAESA undertakes the following commitments:

- a. fulfilling all concession obligations with safety, continuity and quality;
- b. acknowledging the importance of social acceptance in the communities where the company operates, making all investments with respect towards the environment and in the interest of local and national communities, limiting impacts to the territory as much as possible;
- c. outlining and implementing policies to support social, humanitarian and cultural initiatives, in order to support the development of communities where the company operates;
- d. supporting the environmental and social policy, as well as ensuring coherence between objectives sought and results obtained through exclusive periodic publications, such as the sustainability list.

## 6. Compliance



TAESA's Senior Management undertakes to provide **support to the Compliance area**, in order to monitor compliance with required policies and standards, conduct training activities, develop awareness campaigns on compliance matters, and to assist in the investigation of reports and internal investigations, compliance audits, and continuously monitoring the effectiveness of the **Compliance Program**.

**TAESA does not accept or condone any illegal act of corruption, bribery, extortion, fraud, money laundering and terrorism financing, providing an anonymous and non-retaliation whistleblower channel to foster an ethical and integral work environment.**

### **6.1. Law No. 12.846/2013 (Anti-Corruption Act)**

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All individuals associated to TAESA are prohibited from unduly obtaining direct or indirect benefits in detriment to the interest of clients, suppliers, third parties and other stakeholders, as well as any undue advantage obtained due to their hierarchical position or professional activity. Moreover, no individual is allowed to assume or increase their position (either personally or on behalf of the institution) of a certain security or bond, prematurely, using knowledge of non-public information, or generate competition or hinder business opportunities for the company, or cause damages or losses to the reputation of the company or its employees.

TAESA instructs all of its employees to read the full text of Law No. 12.846/2013 and puts the Ethics Committee at their disposal to clarify any doubts they may have regarding such act.

### **6.2. Conflict of Interests**

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Employees must avoid conflicts between their personal interests and the interests of TAESA, and are not authorized to act on behalf of the company in any transaction involving persons or organizations with which such employee or a respective family member has any financial or residual interest.

Engagement in any activity that entails a substantial time away from the company or which may otherwise affect the efficient performance of regular tasks or constitute a conflict of interests require written approval by the area's directors.

If any employee suspects involvement in a conflict of interest or is uncomfortable managing a professional situation due to external influences, or also is unable to freely make decisions or carry out their activities must report such events to the manager of the respective area, the Compliance area or the Ethics Committee, in order to be advised on how to proceed in such situations.

### **TAESA prohibits:**

- a.** holding management positions and maintaining economic interests with suppliers, clients or competitors (ownership of shares, professional positions, etc.), including those arising from family bonds;
- b.** holding relationships with suppliers and performing work activities in their benefit, either directly or through relatives up to 4th degree;
- c.** using the company's resources, space and image to seek out personal, political, partisan, religious, or sports association interest, or engaging in commercial activities within the company's facilities;
- d.** eventual personal relationships with other employees affecting the reputation and professional activities at the company;
- e.** hiring spouses, companios and relatives (up to 4th degree or by affinity) potentially leading to conflicts of interest. Moreover, direct subordination is prohibited in these cases;
- f.** participating as speaker or equivalent in events related to the activity performed at the company, without due authorization from the respective area's director;

- g.** making contributions to organizations that may generate conflicts of interest (e.g. trade unions or environmentalist associations);
- h.** financing, donating or contributing on behalf of TAESA to political parties, their representatives or candidates;
- i.** sponsoring events whose sole purpose is to promote political propaganda or that violate the TAESA Sponsorship Policy;
- j.** accepting cash amounts or favors from individuals or are expected to have commercial relationships with TAESA.

### 6.2.1. Gifts, Hospitality and Entertainment

TAESA's employees may not offer or accept gifts, hospitality and entertainment exceeding the amount of \$ 100.00 (one hundred U.S. dollars) or whose purpose is unclear.

Employees must follow the rule below regarding gifts, hospitality and entertainment:

**Less than one hundred dollars** – gifts must be formally reported to the Compliance area for registration purposes.

**More than one hundred dollars** – authorization is required from the line manager, area manager, and formally reported to the Compliance area for analysis and registration purposes.

Only corporate gifts that do not have any commercial value may be offered or received as gestures of courtesy, regular promotion or to promote the brand, provided that these gifts have the logo of the company that provided them (e.g. keychains, calendars, organizers, office supplies, pen drives, etc.).

TAESA establishes all guidelines regarding gifts, hospitality and entertainment

in a specific policy covering such subjects, and exceptional cases must be submitted to TAESA's General Board and the Governance entities.

### **6.2.2. Politically Exposed Personss**

All employees of TAESA and its subsidiaries, as well as directors, interns, members of statutory bodies, Board of Directors and Board of Auditors, must fill out the statement (positive or negative) regarding Politically Exposed Persons, in order to identify, monitor and continuously track relationships with such persons.

TAESA's senior management must be aware of all business relations held with politically exposed persons, as per the respective policy.

### **6.2.3. Related Parties**

Prior to the approval of specific transactions or guidelines to contract transactions, the Board of Directors must request the executive board to provide market alternatives to such transaction with the related parties in question, based on the risk factors involved.

Advisors, consultants or intermediaries may not receive any compensation that generates a conflict of interest with TAESA, managers, shareholders or shareholder classes.

TAESA does not allow loans in favor of the controller and managers.

TAESA has a specific policy on the subject of transactions with related parties, which must be supported by independent evaluation reports, developed without any involvement from any party engaged in the respective transaction, including banks, attorneys, specialized consulting firms, etc., based on realistic premises and information referenced by third parties.

In the event of corporate reorganization involving related parties, equal treatment must be assured to all shareholders.

## 7. Commitments Assumed Under This Code



In order to ensure the efficacy of this Code of Ethical Conduct and Compliance and establish compliance hereof as a consolidated practice at the company, TAESA undertakes to:

- a.** disclose this Code in a timely manner to internal and external stakeholders, based on specific and dedicated communication activities;
- b.** ensure this Code is fully disseminated and understood through corporate training courses focused on promoting the ethical principles established herein;
- c.** receive violation reports, review them based on applicable standards, and apply respective disciplinary measures and administrative sanctions;
- d.** explain the violation reporting mechanism, indicating the respective references in the Code to facilitate understanding;
- e.** safeguard the identity of those reporting violations of this Code to TAESA, according to the limitations established by law, and ensure the confidentiality of the content of such reports;
- f.** protect those that make reports in good faith and loyalty, ensuring they do not suffer any kind of retaliation;
- g.** check and occasionally review corporate procedures and guidelines to ensure compliance with the Code of Ethical Conduct and Compliance.

## 8. General Standards

### Application of the Code of Ethical Conduct and Compliance

TAESA provides direct contact channels for internal and external audiences to clarify eventual doubts regarding the Code of Ethical Conduct and Compliance. These communication channels also receive reports of violation to the principles established in this Code. The information to make reports regarding the Code of Ethical Conduct and Compliance (email and address) is available on TAESA's website and intranet, periodically updated.

#### E-mail

*comissao.etica@taesa.com.br*

#### Address

Ethics Committee – Praça XV de Novembro, 20, 6º andar, Centro  
Rio de Janeiro (RJ), Postal Code (CEP) 20010-010



### 8.1. Reconciliation Desk

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For cases in which an employee is uncomfortable with another person's attitude in the workplace and does not wish to make a formal report in the Ethics Channel, TAESA also offers the Reconciliation Desk for the parties involved, as well as the Compliance area, witness and Human Resources management, if applicable, in order to conduct a reconciliation between the parties involved and maintain a peaceful, healthy and ethical work environment.

## **8.2. Ethics Committee**

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The Ethics Committee clarifies doubts regarding the Code of Ethical Conduct and Compliance, in addition to receiving and reviewing reports received through TAESA's channels, conducting investigations and presenting the results of report investigations to the board, in order to apply applicable disciplinary measures and ensure compliance with the guidelines set out in this Code and other related policies.

## **8.3. Commitment and Agreement**

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All persons subject to this Code must read and agree to the Code of Ethical Conduct and Compliance by signing the Term of Commitment and Agreement. Moreover, claims of lack of knowledge regarding the rules set out in this Code shall not be considered in eventual noncompliance cases.

## **8.4. Revision of the Code of Ethical Conduct and Compliance**

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The TAESA Code of Ethical Conduct and Compliance shall be revised and updated by the company's Ethics Committee, which may delegate this task to a workgroup consisting of trusted persons, whenever necessary, in order to clarify cases not covered in the current version, and the updated version must be provided on the intranet and the corporate and investor relations websites.

Eventual changes to this Code shall be submitted to approval by the Statutory Board and the Board of Directors.

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## 9. Related Documents

United Nations Declaration of Human Rights

Law No. 12.846/2013 (Anti-Corruption Act)

Governance Report (CVM No. 586)

# TERM OF COMMITMENT AND AGREEMENT

Me , \_\_\_\_\_ ,  
**hereby undertake to:** (i) undergo the Ethical Conduct and Compliance training courses within 60 (sixty) as of my hiring date, as well as refresher training courses; (ii) abide by the rules set out in this Code, guiding all of my actions based on these rules, throughout my employment contract and whenever applicable thereof; (iii) acknowledge that violations to internal rules are subject to disciplinary sanctions set out in the Code of Ethical Conduct and Compliance and other TAESA policies and standards regarding disciplinary measures and administrative sanctions, notwithstanding other applicable penalties.

\_\_\_\_\_  
 [City], [Complete date]

\_\_\_\_\_  
 [Signatory name]

\_\_\_\_\_  
 [Office or function]

\_\_\_\_\_  
 [Signature]



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