



Anti-corruption

Approved on September 24, 2021 by the Omega Board of Directors. This Policy shall be reviewed as necessary and at least every 2 (two) years.

Summary

1. Introduction

2. Target audience

3. Fighting corruption

3.1. How to Act

4. Relationship with Public Agents

4.1. Personal relationship with Public Agents

4.2. Communication with Public Agents

5. Public contracts and tenders

5.1. Agreements, partnerships and collaboration terms

6. Donations and sponsorships

7. Gifts and hospitality

7.1.1. General Principles

7.1.2. Receiving

7.1.3. Offering

8. Due Diligence

8.1. Assessment of the Compliance Practices of Target Companies

8.2. Potential Elements of Risk in Anti-Corruption Due Diligence

9. Accounting controls

10. Whistle blowing channel

11. Disciplinary measures

12. Queries and exceptions

13. Glossary

1. Introduction

This Policy was developed to strengthen and complement the concepts in our Code of Conduct. It reinforces the Company culture and reiterates its commitment to integrity, loyalty, and transparency, as well as the highest behavioral standards, tolerating no form of violation of any Anti-Corruption Laws. The goal of this Policy is to define rules of conduct towards domestic and international public and private entities, defining specific practices and prohibitions to comply with the main Anti-Corruption Laws. In this way Omega is committed to taking all necessary measures to prevent, detect, mitigate, and remedy the risk of bribery and corruption, fraudulent practices, and any other harmful act against Public Administration during the course of its activities.

2. Target audience

This Policy applies to all Omega team members regardless of role or hierarchy, and to any third parties acting on behalf of the Company.

Why Third Parties?

According to Anti-Corruption Laws, Omega may be held accountable for corruption performed in its benefit or interest, even if such acts are performed by third parties

3. Fighting corruption

All interactions between Omega team members and Third Parties, the Government, suppliers, and clients shall be based on integrity, transparency and strict compliance with this Policy and any applicable external standards. Omega expressly forbids its professionals and third parties from directly or indirectly promising, giving, offering, authorizing, accepting, or requesting any Undue Advantage to or from any Government Agent or third parties related thereto, or any employee, agent or representative of a private entity in Brazil or abroad.

In this regard, the level or position of the Government or Private Agent, as well as the value of the Undue Advantage offered are irrelevant. It is also not

necessary that the public agent accept the Undue Advantage, merely offering such advantage is a violation of the law.

Examples of Undue Advantage

- Cash in exchange of a permit or license
- Favors (a job offer for instance)
- Kickbacks to favor contracting
- Payments to accelerate or facilitate non-discretionary routine acts

3.1. How to act

Omega team members shall always initiate their first contact with Public Agents with an institutional presentation of the Company's culture and integrity. Omega professionals who receive a request, demand, or offer of any Undue Advantage from public agents or private entities or individuals shall proceed as follows:

- Immediately, clearly, directly, explicitly, and unambiguously refuse such demands or offers.
- Promptly report the incident to Compliance.
- End the conversation and avoid any form of interaction that could give the impression that the request will be negotiated, internally discussed or met.
- Be prepared to fully cooperate with Compliance.

If there is any question that the Public Agent is actually soliciting an Undue Advantage, Omega and third-party professionals acting on its behalf shall generate a disruption to rapidly leave the conversation and seek out Compliance as soon as possible to elucidate the matter. Examples of disruptions are spilling water on their clothes, pretending to answer a call, pretend to feel ill or completely change the subject.

4. Relationships with Public Agents

4.1. Personal relationships with Public Agents

The Compliance area shall be formally notified of any close relationships outside the scope of professional activities (e.g., family, close friends, romantic or other relationships) between Omega team members and Public Agents. Such relationships shall not influence or interfere in Company interests or business. To this end, professionals who have close relationships with Public Agents should, whenever possible, avoid participating in procedures that are the competence or are under the control of the Public Agent with whom they have a personal relationship

4.2. Communication with Public Agents

Omega team members shall always communicate with Public Agents in a clear and direct way using Omega official communication channels.

Examples of Communication Channels

- Corporate e-mail
- Corporate cell phones
- Memos

Omega team members and third parties shall not use personal phones or e-mail to communicate with Public Agents. Likewise, professionals shall always request an official means of communication with Public Agents (e.g., the official e-mail of the public entity). If, in exceptional cases, the Public Agent does not have an official means of communication but uses personal accounts (e.g. WhatsApp, Telegram, Gmail, Yahoo!, Hotmail, Globo, UOL, Terra, etc.), Omega team members shall formally notify Compliance of this.

Meetings with Public Agents

For face-to-face interactions taking place at Omega offices or plants, whenever possible visitors should be sent the general rules for visiting Omega facilities 2 business days in advance. These interactions should then be formalized using software provided by Omega Compliance shall suitably file formal reports of interactions with Public Agents. Meetings that take place at locations other than Omega sites, including those that take place at the public agent's work location shall be duly recorded and justified.

Oversight

- During oversight, inspections and/or technical visits of any nature Omega team members and Third Parties shall objectively provide the information requested, as per applicable legislation.
- Omega professionals and third parties may not obstruct oversight or inspection activities, nor promise, offer, or authorize the direct or indirect payment of any Undue Advantage to manipulate the inspection.
- Compliance shall be informed of any Company inspections to be performed by Public Agents. During inspections, the professional in charge of receiving and leading the inspection shall request the document authorizing inspection of the Company and/or the visit report, and record all requests made by Public Agents and the documents submitted so that Omega may protect its interests in such situations.
- Whenever possible, Public Agents must be accompanied by two Omega professionals while inspecting Company premises.

5. Public contracts and tenders

Omega team members and Third Parties representing or acting on its behalf shall behave in an upstanding and transparent manner in all public tenders and government contracting activities. Any action that could be characterized as fraud in public tenders or considered harmful to government administration are strictly prohibited.

Therefore, Omega team members and Third Parties shall always:

- Act transparently and never create the expectation of any sort of counterpart for Public Agents, other than the object of the Public Contract itself;
- Refuse and stay out of any type of agreement between competitors before or after public tenders or auctions, and refrain from exchanging sensitive data such as auction prices and values with the intent of impacting the natural competition among companies;

- Refrain from interfering in any of the tender steps, such as attempting to modify the bid document to steer victory to a specific Company in exchange for a “commission”, or paying a public agent Undue Advantage not to qualify a competitor for the process;
- Expressly refuse to offer, deliver, or promise any Undue Advantage to Public Agents, those related to them or Third Parties during a tender process or when signing a Public Contract with the purpose of amending, extending, or closing the deal;
- Repudiate the creation of a fictitious or front company merely to defraud a public tender or sign a Public Contract;
- Submit accurate and precise documents and/or information that reflect Omega’s true situation.

How to know if a certain conduct is prohibited?

Imagine yourself talking about the situation or conduct in question to your children, friends, relatives, boss, etc. and try to imagine how they would react. Would they react negatively? If so, it is likely that this conduct is forbidden. Do not hesitate to contact the Compliance area if you have any questions.

5.1. Agreements, partnerships and collaboration terms or agreements

Omega usually signs agreements, partnerships and terms or agreements to collaborate with Public Agents to achieve its activities and projects. It is essential that such agreements, partnerships and public collaboration terms or agreements be signed in strict compliance with the current law, in a transparent manner and without expectation of any consideration by the Public Agent, except for the very object of the agreement.

6. Donations and sponsorships

Omega normally signs agreements, partnerships, terms, and agreements to collaborate with Public Agents to enable its activities and projects. It is essential that signing such agreements, partnerships, terms, or agreements to collaborate with Public Agents be transparent and fully within applicable law, with no expectation by the Public Agent of any counterpart other than the object of the agreement itself. Omega recognizes the rights of all its

professionals to participate in the public life of the city, state, and country in which they live. However, they may not make any electoral donation in name of, or on behalf of Omega. Charitable donations, sponsorships and other types of socio-environmental assistance are an important part of Omega activities, but also carry a risk of corruption.

To protect Omega and make sure such actions are performed in the best interests of society and the communities where Omega is present, all donations, sponsorships, and other form of contribution to private or public entities must be approved ahead of time by Communication and Social Management as well as Compliance, who shall make sure it is feasible and opportune. After approval by Communication and Social Management and Compliance, donations, sponsorships and/or other types of contributions to public or private entities must be formalized and registered.

Formalizing and registering donations, especially those made to Public Agents, shall depend on

- The need for a specific agreement determined in a specific law;
- The need to obtain a license, authorization, or permission by a Public Agent to enable donations of goods or services;
- How long the services will be provided for;
- The amount involved.

Donations of goods or brief services valued at no more than R\$ 3.000,00 shall be formalized and recorded using software provided by Omega. All others shall follow the guidelines in item 5.1 Agreements, Partnerships and Collaboration Terms or Agreements. Omega does not provide cash sponsorships or donations other than by purchasing goods or contracting the services required to enable the projects it wants to incentivize.

Examples:

- Supplying water and materials to clean beaches in areas where Omega operates.
- Supply of sandwiches and caps for socio-environmental activities in areas where Omega operates.

Omega donations and sponsorships are permitted only if made transparently and in compliance with all Omega internal procedures, Code of Conduct, standards and applicable laws and regulations. Third parties may not make donations nor sponsor private or public entities on behalf of Omega.

7. Gifts and hospitality

Offering gifts and hospitality is a normal and important part of interacting with clients, suppliers and other third parties. However, offering or receiving gifts and hospitality could influence the decisions of public agents or employees of private entities in matters related to Omega, or create the appearance of influence. Therefore, care shall be taken lest the offer of gifts and hospitality create the expectation or appearance that there will be any undue advantage.

7.1.1. General Principles

Gifts and hospitality:

- Shall not be linked to any type of consideration or counterpart such as favors, supplies, privileges, benefits, competitive advantages, etc.;
- Must strictly comply with all applicable laws and regulations;
- Shall be duly registered, documented and accounted for, including what is being offered to whom, the commercial purpose and value;
- Should not be provided with unreasonable frequency nor to the same person lest it appear to be or raise suspicion of irregularity;
- Shall not be offered or received in cash;
- Shall not be offered in the context of signing a public contract, a tender process or for obtaining permits or licenses;
- Shall not be extended to relatives or persons related to the recipient of the gift or hospitality.

7.1.2. Receiving

Omega team members may receive gifts, meals, and hospitality from Third Parties so long as they are offered in a legitimate business context and are worth no more than R\$ 300.00. The offer of any gift, meal or hospitality above this value must be politely refused. If it is impossible to refuse, or if it is not known if the value exceeds this limit, the gift shall be sent to Compliance who will organize a drawing among all Omega professionals.

Gifts and Hospitality up to R\$ 300

- May be received
- Legitimate business context
- Over R\$ 300
- Shall be the object of a drawing organized by the Compliance Department.

7.1.3. Offering

The offer of gifts, meals and hospitality to private agents shall be limited to R\$ 300,00 per person. Gifts, meals or entertainment may not be offered to Public Agents.

Gifts may be offered to Public Agents so long as:

- They are of no commercial value;
- They are distributed as marketing or to commemorate dates, or are perishable or goods to be immediately consumed;
- Are valued at no more than R\$ 100,00;
- Are sent to the entity or body to which the public agent belongs, and not to a particular Public Agent.

It is also important that Omega check for the existence of rules about offering gifts the Public Agent is authorized to receive.

Type	Public agent	Private entity
Gifts	Allowed if valued at no more than R\$ 100	Allowed up to R\$ 300 per person
Gifts	Prohibited	
Hospitality	Allowed (general principles)	
Meals	Prohibited	
Exceptions	Compliance area	

Exceptions

Gifts, meals, and hospitality that do not meet the requirements above may only be offered if previously analyzed and approved by Compliance. Omega may, on an exceptional basis, provide meals to Public Agents when the Company operation is located far from an urban center and/ or there are no local merchants. Meals should be the same as those provided to Omega team members and have no commercial value. In the event of exceptions, all relevant information shall be included in the request submitted to Compliance, including:

- The full name of the beneficiaries and/or participants;
- The type and amount of the offer;
- Justification for offering the gift or hospitality;
- Demonstration by the public agent that the offer has been duly authorized by the public body or entity;
- Proof of expenses, if approved.

Third Parties

Omega does not allow Third Parties to offer gifts or hospitality to Public Agents on behalf of Omega or in connection with any business involving the Company.

8. Due Diligence

Given that Omega business strategies include the purchase of assets, auditing and negotiation are often present in the routine of much of the Omega team. One of the most important elements of M&A and other corporate transaction Due Diligence is to analyze the Compliance practices,

culture, and program of the target company. The main goals of Compliance due diligence are:

- To check and analyze the extent of the potential risks due to succession or possible liability in the event of any indication of corruption, criminal, administrative and/or civil sanctions, or any other consequences that could impact Omega;
- Analyze the existence and quality of the target-company's anti-corruption program;
- Provide the basis for mitigating penalties by demonstrating that there was a suitable prior audit;
- Make sure the business to be acquired is solid and its apparent commercial value is not the product of corruption or related crimes.

8.1. Assessment of the Target-Company's Compliance practices

Finding that the target-company has a robust Compliance program and is committed to the prevention, detection, mitigation, and remediation of the risk of corruption or other acts against Public Administration fosters a safe operation that complies with applicable legislation. Based on this scenario, it is important that:

- Compliance Due Diligence seek evidence that Senior Management is committed to the Compliance program and to a culture of ethics and integrity;
- Documents that prove evidence of Compliance, such as a Code of Conduct, policies, procedures, trainings, anti-corruption clauses, signed terms of awareness and commitment, etc.;
- A duly structured Compliance area in the target-company, that is independent and has human and financial resources;
- Training in ethics and Compliance, internal and external anti-corruption standards for all employees, regardless of position, function, or hierarchical level;
- The existence of a whistleblowing channel and procedures to investigate and handle any reports;
- A history of infractions and the disciplinary measures taken;
- Periodic assessments and other related documents to improve the Compliance program of the target company.

8.2. Potential elements of risk in anti-corruption Due Diligence

Analysis of results and approval of the corporate transaction

Due Diligence's main objective in Mergers, Acquisitions and other corporate transactions is the approval or not of the transaction based on identification, probability of occurrence, magnitude of impact and ability to eliminate or mitigate risks. Once due diligence is completed, the Compliance Area will report the main compliance risks, if any, to the Ethics Committee, which will decide whether such risks should be reported to Omega's Board of Directors.

Some potential risk elements should be analyzed with greater care during Compliance Due Diligence. Examples include:

- Negative media due to violations of anti-corruption, competition and/or criminal law;
- Entries into public records such as CNEP, CEIM, CEIS, CADIRREG, etc;
- Close relationship between the Target-Company or its partners, shareholders, officers and legal representatives and public agents or entities;
- The absence of any Compliance program or a weak, facade or "on-paper" Compliance program;
- A history of administrative, legal or extrajudicial investigations in areas subject to compliance risk;
- Frequent use of commercial reps, facilitators and other risky third parties acting in the name of, or on behalf of the target company;
- Frequent participation in auctions and/or public competition and public contracting procedures;
- Use of offshore companies to move capital or make international investments;
- The amount involved in the transaction is not relevant for the purpose of accountability for failure to comply with Compliance guidelines.

9. Accounting controls

Strict accounting control procedures are essential to identify and prohibit irregularities and undue use of resources. Therefore, it is essential to make sure that all Omega transactions are properly entered into the accounting books. Team Omega members shall faithfully, clearly, and accurately describe the objective and value of each transaction for which they are responsible to make it easier to monitor expenses and revenue and identify any possibly illegal acts. No transaction may be recorded with an inaccurate, fraudulent, or incomplete amount or description as an Analysis of the results and approval of the corporate transaction.

The main goal of Due Diligence in M&As and other corporate transactions is to approve or reject the transaction based on risk identification, the likelihood that the risk will happen, the magnitude of its impact and the possibility of eliminating or mitigating the risk. Once Due Diligence is complete, the Compliance Area will report the main compliance risks, if any, to the Ethics Committee, which shall decide if these shall be taken to the Omega Board of Directors.

10. Whistleblowing channel

It is extremely important that any information or suspicion that an Omega professional or third party acting on its behalf, interest or benefit has violated or intends to violate this Policy, or any Anti-Corruption Legislation be immediately reported. It is important that the information be submitted clearly and in detail so that Omega may take the necessary steps to investigate potential violations of this Policy and Anti-Corruption Legislation. The honesty, clarity, and accuracy of the information in the report shall positively contribute to an effective and timely response to the illegal conduct reported. Omega ensures that any report made in good faith shall be protected and not subject to any form of retaliation. For this reason, any suspicion of retaliation to whistleblowing according to this Policy shall be immediately reported to Compliance.

Below is the contact information for the reporting channels:

Compliance Area

compliance@omegaenergia.com.br

Confidential Channel

0800 4504509

canalconfidencial.com.br/omegaenergia

Omega is also committed to investigating each report discreetly and appropriately, ensuring confidentiality and protecting the identity of the whistle blower.

11. Disciplinary Measures

Violation of this Policy or any Anti-Corruption Law may result in onerous fines and claims against Omega, in addition to criminal charges and sanctions against the individuals involved in the illegal acts. Reported incidents shall be duly investigated. If, after the investigation, conduct violating the rules of this Policy or any legislation is found, Omega shall adopt disciplinary measures in agreement with the severity of the conduct and other relevant circumstances, including:

- Discussions with supervisors and managers regarding desirable behaviors;
- Verbal or written warnings;
- Suspension;
- Termination;
- Suspension or contractual termination for third parties;
- Reports or claims for crimes associated with the violation.

Omega enforcement of disciplinary measures shall not exclude or replace the possibility of civil or criminal exposure of the individuals involved in irregularities due to violation of applicable law.

12. Queries and exceptions

Queries and analyses of exceptions to this Policy shall be sent to Compliance by e-mail or through the whistleblowing channel. Ignorance of anti-corruption legislation or this Policy may not be used as justification for any breach thereof.

13. Glossary

Public Agent

Brazilian or foreign public agent means:

- Any person who, even if temporarily or with no compensation is elected, appointed, designated, contracted or in any other way has a mandate, position, job or public function in government entities, diplomatic representations or in legal entities directly or indirectly controlled by the government, or in international public organizations;

- A political party or member thereof, an employee, agent or other person acting in the name of or on behalf of a political party;
- A candidate to a political or elected position;
- Representative of the interests of a class or group, such as a community.

Social Management Area Gifts

The team responsible for planning, executing, monitoring, and maintaining Omega social projects. Any good that is perishable or for immediate consumption, with or without commercial value, distributed as a courtesy, advertisement, normal disclosure or to commemorate special events or dates and contains the Omega logo (e.g., simple foods, pens, diaries, mugs with the company logo, caps, T-shirts, etc.).

Team members

All Omega interns, employees, officers, board members and members of any of its administrative bodies.

Donations

Any financial or other contribution to a third party in which there is no exchange of benefits (counterpart).

Compliance Area

The team in charge of Omega's Compliance program, its implementation, review, and follow-up. This includes trainings, drafting the Code of Conduct and Policies, verification of compliance with legal, regulatory, and internal Omega standards, and receiving and handling whistle blower reports.

Hospitality

Expenses related to travel, food, lodging, transportation, and participation in sponsored events, among others.

Anti-Corruption Legislation

The legislation governing anti-corruption measures, included but not limited to Brazilian Anti-Corruption Legislation (Law 12,846/2013), the Brazilian Criminal Law, the Administrative Improbity Law (Law 8,429/1992), the Tender

Law (Law 8,666/1993), the Conflict of Interests Law (Law 12,813/2013), the U.S. Foreign Corrupt Practices Act and the UK Bribery Act.

Commercially Sensitive Information

Information that: (a) The parties involved would not want their competitors to have access to, should the Omega or competitor transaction fall through;

- Could affect competitor commercial strategies or influence their strategic decisions;
- Clients or suppliers might object to being shared with third parties. Omega Means Omega Energia S.A., Omega Geração S.A., Omega Desenvolvimento S.A. and any other company that owns group assets either directly or indirectly.

Payments for Facilitation

Payments made to public agents to accelerate or facilitate routine, non- - discretionary measures such as to obtain permits, authorizations, or registration.

Sponsorships

Any financial or other contribution to a third party in which there is no exchange of benefits (counterpart).

Gifts

Any object or service for personal use or consumption that has commercial value (e.g., beverages, electronics, tickets to games or entertainment).

Third Parties

All individuals or legal entities that provide services to Omega or act on its behalf, interests or benefit, including but not limited to partners, suppliers, distributors, consulting firms, facilitators, legal offices and/or other service providers.

Undue Advantage

Any illicit, illegal, or unfair advantage, even if intangible, with no minimum value. May include but is not limited to cash, cash equivalent (e.g., gift cards), gifts, trips, meals, entertainment, lodging and favors such as jobs or other benefits.