

The background features abstract teal-colored geometric elements. A large, thin arc sweeps from the bottom left towards the center. In the top left, there are several intersecting lines forming a triangular shape. A smaller, curved line segment is positioned on the right side of the page.

ETHICS COMMITTEE REGULATIONS

1. OBJECT

The purpose of this instrument consists of regulating the duties, composition and operation of the Ethics Committee.

2. PRINCIPLES AND VALUES

The Ethics Committee is guided by the same principles and values that govern the GRUPO CARRINHO, as set out in the Code of Ethics and Conduct.

3. SCOPE

This regulation covers all members of the Ethics Committee, permanent and non-permanent.

4. ATTRIBUTIONS

The Ethics Committee has the following responsibilities:

- a) Promote and encourage the dissemination and understanding of the Code of Ethics and Conduct;
- b) Disseminate and ensure compliance with the principles set out in the Code of Ethics and Conduct;
- c) Promote, together with the *Compliance* Department, updates to the Code of Ethics and Conduct, incorporating new concepts and new practices;
- d) Create mechanisms and strategies for disseminating and understanding the Code of Ethics and Conduct;
- e) Ensuring and chairing the Investigation Processes indicated by the Board of Directors and/or Chairman of the Ethics Committee in accordance with the Whistleblowing and Whistleblower Protection Policy;
- f) Step in the conflicts indicated by the Board of Directors without interfering in the competence of other areas with regard to Disciplinary Procedures;
- g) Familiarize *with* the reports on the cases dealt with by the *Head of Compliance*, in accordance with the powers assigned to him;
- h) Decide on the communication of facts to the competent authorities;
- i) Appoint ad hoc committees within the scope of its duties;
- j) Ensuring the rights of the whistleblower and the accused.

5. POSITION WITHIN THE ORGANIZATIONAL STRUCTURE

5.1. The Ethics Committee reports to the Board of Directors and the CEO of GRUPO CARRINHO.

5.2. When it comes to an investigation involving Director or Manager, they report directly to the CEO and the Vice CEO.

6. COMPOSITION AND TERM OF OFFICE

- 6.1. The Ethics Committee shall operate with a composition of 4 (four) permanent members including its Chairman appointed by the Board of Directors.
- 6.2. Permanent members of the Ethics Committee
- a) The DDH Manager;
 - b) The Internal Audit Manager;
 - c) The *Head of Compliance*;
 - d) A Non-Executive Manager appointed by the Board of Directors.
- 6.3. The Chairman of the Ethics Committee shall invite one (1) or two (2) non-permanent alternate members to each session of the Committee meeting.
- 6.4. Exceptionally, the Ethics Committee may invite any other Associate or an individual outside GRUPO CARRINHO to take part in a meeting on a cooperative basis, who shall sign the Confidentiality and Secrecy Agreement.
- 6.4. One of the members appointed by the Chairman shall act as Secretary of the Ethics Committee.

7. DUTIES AND RESPONSIBILITIES OF ETHICS COMMITTEE MEMBERS

- 7.1. The members of the Ethics Committee are responsible for:
- a) Preserving the honor and image of the person under investigation;
 - b) Protect the identity of the whistleblower;
 - c) Act independently and impartially;
 - d) Keep all complaints received in the course of their activities confidential;
 - e) Attend duly convened meetings of the Ethics Committee and justify any absences or withdrawals to the Chairman in writing
 - f) In the event of absence, instruct the substitute on work in progress;
 - g) Declare to the other members any impediment or suspicion in the work of the Ethics Committee;
 - h) Not to act in proceedings in which his or her impediment or suspicion has been identified.
- 7.2. A member is restrained from acting in proceedings initiated by the Ethics Committee if:
- a) Has a direct or indirect interest in the matter;
 - b) Has participated or will participate as a witness or representative, or if such situations occur with regard to the spouse, partner or relative up to the third degree;
 - c) You are in legal or administrative dispute with the person concerned or their spouse or partner.

7.3. A member who is prevented from acting must notify the Chairman of the Ethics Committee and refrain from acting, and failure to do so shall be considered serious misconduct for disciplinary purposes.

7.4. The suspicion of a member who has a notorious friendship or enmity with any of the parties concerned or with their spouses, partners, relatives or family members up to the third degree may be accused, a situation that must be decided by the Chairman of the Ethics Committee.

7.5. If the chairman of the Ethics Committee is the person who is prevented from acting, the latter shall, within three (3) days, notify the Board of Directors of his/her impediment, which shall appoint a replacement in due time to preside over the process in which he/she is prevented from acting.

8. COMPETENCIES AND PERFORMANCE

8.1. The Ethics Committee is responsible for:

- a) Conducting investigations into matters relating to bribery, fraud, financial crimes and other misconduct involving directors and managers
- b) Decide on complaints and other proceedings it has instructed, under the terms of these Regulations;
- c) Proposes to the CEO and Deputy CEO decisions on complaints against Directors and Managers.

8.2. The **Chairman** of the Ethics Committee is responsible for setting the agenda and chairing meetings.

8.3. It is the responsibility of the **Secretariat**, under the guidance of the President, to convene meetings with a prior agenda, record and distribute the minutes of meetings, monitor the entry and processing of complaints, and provide the other resources necessary for the smooth running of the Committee's work.

8.4. All acts and deliberations of the Ethics Committee shall be recorded in minutes, which shall be made available to the members of the Ethics Committee no later than five (5) working days after the conclusion of each meeting and shall be approved at the beginning of the first subsequent meeting.

8.5. Members of the Ethics Committee will be able to report alleged ethical misconduct in the company through the access channels.

8.6. **Ordinary meetings** of the Ethics Committee will be held on a **quarterly** basis. Extraordinary meetings may be called to deal with specific or emerging issues.

8.7. The minimum quorum for meetings to begin is five (5) members.

8.8. The Committee's decisions are preferably taken by consensus. If this is not possible, they will be taken by simple majority vote, with a record of the votes for and against and with justification, formalized in the minutes, with the Chairman having the right to cast the tie-breaking vote.

8.9. The agendas, minutes and other records of the Ethics Committee meetings are subject to the Information Security and Privacy Procedure (IT.DTI.001.00) and the Data Protection Policy in force at the company.

8.10. All acts and deliberations of the Ethics and Integrity Committee will be treated as confidential.

8.11. The members of the Ethics Committee and anyone who has access to the contents of a case while it is being investigated are bound by professional secrecy.

9. PROCESSING ALLEGATIONS

9.1. The Whistleblower Protection Policy, in compliance with the principles of legality, motivation, reasonableness, proportionality and morality, will govern the investigation and processing of reports of breaches of the Code of Ethics and Conduct.

9.2. Reports of breaches of the Code of Conduct should be made through the following channels:

- a) Via e-mail: denuncias@carrinho-sa.com
- b) Phone: +244 225 200

9.3. The name of the whistleblower will be kept confidential, with due regard for legal prerogatives.

9.4. Once the complaint has been received by the *Head of Compliance* (under the terms of the applicable policy), an **extraordinary meeting** will be appointed, at which the members of the Committee will make their considerations, analyzing whether the complaint will be admitted, renewed or filed.

9.5. The procedure will be conducted swiftly, using simple forms sufficient to provide an adequate degree of certainty, security and respect for the rights of those concerned.

9.6. Interested parties may make representations and submit documents before the decision is taken, which will be considered by the Committee.

9.7. **The duties of the interested parties** towards the Ethics Committee are:

- a) Stating the facts according to the truth;
- b) Proceed with loyalty, civility and good faith;
- c) Do not act recklessly;
- d) Provide any information requested and collaborate in clarifying the facts.

9.8. Complaints with requests from a plurality of interested parties that have identical content and grounds may be formulated in a single request.

9.9. All associates, suppliers, clients and third parties within the scope of the relationships in which they are involved are legitimate stakeholders in the investigation procedures conducted by the Ethics Committee.

9.10. The acts of the procedure must be produced in writing, with the date and place of their completion and the signatures of the participating members, their pages being

numbered sequentially and initialed.

9.11. The Ethics Committee's actions must be carried out within three (3) working days, except for reasons of force majeure, and may be extended by up to two working days if there is justification.

9.12. The Ethics Committee shall issue a summons to the interested party to provide clarification of the facts and/or take steps, at least three (3) working days before the date of the appearance or performance of the act, which may be carried out by any means that ensures that the interested party is informed.

9.13. Even if the summons is poorly communicated, the spontaneous appearance of the summoned person makes up for the lack or irregularity.

9.14. Acts that result in the imposition of duties, burdens, sanctions or restrictions on the exercise of rights and activities and acts of another nature that are in the interest of the interested party must be summoned.

9.15. The Ethics and Integrity Committee shall have a maximum period of 30 (thirty) days to investigate and conclude its work, which may be extended for a further 30 (thirty) days when duly justified.

10. INSTRUCTION

10.1. The investigative activities aimed at ascertaining and the Committee, without prejudice to the right of the interested parties to propose evidentiary measures, shall carry out verifying the data necessary for a decision to be taken ex officio.

10.2. Upon the introductory phase and prior to the Committee's deliberation, the interested party may attach documents and opinions, indicate witnesses and request steps that are essential for the Ethics Committee to ascertain the facts.

10.3. Evidence proposed by interested parties may only be refused, by means of a reasoned decision, when it is unlawful, impertinent, unnecessary or delaying.

10.4. On the date of the hearing, the Rapporteur appointed to case will read out the report, the evidence of which will be taken into account in the statement of reasons.

10.5. The complaining party will be heard first, followed by the witnesses and the accused party in the respective order.

10.6. For greater certainty in decisions, the production of new evidence or diligence may be ordered at least three (3) working days in advance;

10.7. Interested parties have the right to see the investigation procedure and may take copies of documents contained therein, with the exception of data and documents belonging to third parties protected by secrecy or by the right to privacy, honor and image, and to know the decisions handed down.

10.8. At the end of the investigation, the interested party will have the right to express their opinion within a maximum of 10 (ten) days on the content of the conclusion, guaranteeing their right to a full defense.

11. FINAL PROVISIONS

11.1 The Ethics Committee shall draw up a report setting out the facts, the content of the stages of the procedure and shall propose an objectively justified decision, forwarding the case to the Board of Directors.

11.2 The interested party may, in writing, withdraw all or part of the application or waive any rights available.

11.3 If there are several interested parties, the withdrawal or waiver only affects the one who has made it.

11.4 The withdrawal or resignation of the interested party, as the case may be, shall not prejudice the continuation of the procedure, if the Ethics Committee considers that the institutional interest so requires.

11.5 Once the final report has been received, the Board of Directors has period of (30) working days, unless there is an expressly motivated extension for the same period, to accept or reject the decision proposed by the Ethics Committee.

11.6 The Ethics Committee shall declare the procedure for investigating infringements of the Code of Ethics and Conduct closed when its purpose has been exhausted or the object of the decision has become impossible, useless or prejudiced by a supervening fact.

11.7 When the Committee deems it necessary to hear an advisory body, the opinion must be issued within a maximum of 10 (ten) days, unless there is a proven need for a longer period of time, duly motivated.

The main parties involved in the investigation procedure (the complainant, the accused and/or the *Head of Compliance*) will be duly informed within a maximum of 5 (five) days of the conclusion by the Ethics Committee,

11.9.

These Regulations, approved at the meeting of the Board of Directors held on ____, _____, 2024, shall enter into force immediately.