



STRATEGIC PARTNERSHIP POLICY AND SHAREHOLDINGS

STRATEGIC PARTNERSHIPS AND SHAREHOLDINGS POLICY

1. AREA(S) RESPONSIBLE

- 1.1. Presidency/Business Strategy Management.

2. SCOPE

- 2.1. This policy guides the behavior of BB Tecnologia e Serviços, considering the specific needs and the legal and regulatory aspects to which BBTS is subject.

3. OBJECTIVE

- 3.1. This Policy establishes the guidelines related to business practices involving strategic partnerships, direct or indirect equity investment operations and other associative or contractual forms of BB Tecnologia e Serviços, in Brazil or abroad, under the terms of the applicable legislation, regulations, current corporate documents and good Corporate Governance practices.
- 3.2. This policy does not apply to reseller agreements.

4. REGULATIONS

- 4.1. This policy complies with the content regulations:
 - 4.1.1. Federal Constitution of 1988;
 - 4.1.2. Law No. 13.303/16 (Law on State-Owned Companies);
 - 4.1.3. Decree No. 8.945 of December 27, 2016 (Regulates the State-Owned Companies Law);
 - 4.1.4. Decree No. 1.091/1994 (Provides for procedures to be observed by companies controlled directly or indirectly by the Federal Government);
 - 4.1.5. Law n^o 6.404 of December 15, 1976 (Deals with joint stock companies);
 - 4.1.6. Law No. 9.613/98 (Money Laundering Prevention Act);
 - 4.1.7. Law No. 12.846/13 (Brazilian Anti-Corruption Law);
 - 4.1.8. Law No. 10.406/2002 (Establishes the Civil Code);
 - 4.1.9. Law No. 12.529/2011 (Structure of the Brazilian Competition Defense System);
 - 4.1.10. Law No. 13.709/2018 (General Personal Data Protection Law);
 - 4.1.10. Bylaws of BB Tecnologia e Serviços;

STRATEGIC PARTNERSHIPS AND SHAREHOLDINGS POLICY

- 4.1.11. Related Party Transactions Policy;
- 4.1.11. Risk Management Policy;
- 4.1.12. BB Tecnologia e Serviços *Compliance* Program;
- 4.1.13. BB Tecnologia e Serviços Integrity Program;
- 4.1.14. Tenders and Contracts Newsletter No.358, issued by the Federal Court of Auditors.

5. REVIEW PERIODICITY

- 5.1. The Strategic Partnerships and Shareholdings Policy must be reviewed every three (3) years or, extraordinarily, at any time.

6. CONCEPTS

- 6.1. Corporate participation: institutional agreements that generate participation in the share capital of a company whose membership is formed by the contracting parties.
- 6.2. Investment: merger, acquisition, incorporation or incorporation of companies
- 6.3. Divestment: sale, spin-off, dissolution, liquidation or extinction of .
- 6.4. Strategic partnership: institutional agreement formalized between BBTS and other entities to develop actions of mutual cooperation that seek to generate innovation in products and services, expand market share, generate operational efficiency, among other actions that benefit and generate value for the organizations involved, preserving the legal autonomy of the parties, in line with article 28, §§3^o , item II, and 4^o , of Law No. 13.303/2016. A partnership is also considered to be any agreement between the parties through which both start a joint venture, which may be the execution of a service, development of a new product, the union of professional or commercial activities, with a financial bias. In this case, the partnership is linked to the business portfolio, taking into account the autonomy of the partners and the contractual rules, and does not involve a shareholding in BBTS. The objectives can also be to promote the brand, develop skills, expand the client portfolio, improve results, etc.
- 6.5. Corporate Governance: a set of management practices involving, among

STRATEGIC PARTNERSHIPS AND SHAREHOLDINGS POLICY

other things, the relationships between shareholders or quotaholders, boards of directors and auditors or bodies with equivalent functions, management and auditing, with the aim of facilitating access to management and protecting the rights of all interested parties, with transparency and fairness, with a view to maximizing the economic and social results of the operations of federal state-owned companies.

6.6. Institutional positioning: a set of attributes that highlight the essence of the company and its main competitive advantages and characteristics.

6.7. Corporate Strategy: is the set of choices the company makes to fulfill its purpose and capture value in its business over time.

7. ENUNCIATED

General

7.1. We may, in accordance with the interests of BB Tecnologia e Serviços, participate in strategic partnerships or in the share capital of a company, adopting governance and control practices commensurate with the relevance, materiality and risks of the business of which it will be a part.

7.2. We decided to structure a company or a strategic partnership according to the advantages and disadvantages of each modality in the light of the specifics of the business opportunity, including the contributions and objectives sought by the parties.

7.3. We consider the interests of clients, shareholders, employees and society when entering into strategic partnerships and corporate transactions.

7.4. We prioritize partnerships or participation in companies that can contribute to innovation and the expansion of BBTS' business and operational capacity.

7.5. We adopt the collegiate decision-making model, both in evaluating and deciding on strategic partnerships and investment and divestment operations in shareholdings.

7.6. We carry out *due diligence* procedures for setting up partnerships and shareholdings.

7.7. We re-evaluate our shareholdings, investments, divestments, strategic partnerships and other forms of partnerships and other forms of association or

STRATEGIC PARTNERSHIPS AND SHAREHOLDINGS POLICY

contract, taking into account changes in the economic situation, risks and their strategic alignment.

7.8. We strive for collaboration, transparency and good faith in our dealings with regulatory bodies and other interested parties.

7.9. We do not make investments or establish partnerships with third parties whose legal entity, majority shareholder or managing partners:

7.9.1. have some impediment in their relationship with the public sphere;

7.9.2. carry out activities that are legally restricted or harm the image of BB Tecnologia e Serviços;

7.9.3. have a bad reputation, lack integrity;

7.9.4. are in litigation against BB Tecnologia e Serviços or its controlling shareholder;

7.9.5. are framed or denounced in crimes of "money laundering", corruption, tax evasion or concealment of assets, rights and values, terrorist financing, acts of terrorism, etc. considered harmful to the public administration or who carries out any other illegal activity;

7.9.6. offer guarantees derived directly or indirectly from illicit activities;

7.9.7. are framed or denounced as responsible for intentional damage to the environment;

7.9.8. subject workers to degrading forms of work or keep them in conditions analogous to slave labor;

7.9.9. are framed or denounced as responsible for sexual exploitation;

7.9.10. are framed or denounced as responsible for child labor exploitation;

7.9.11. act as a religious entity, trade union, political party, club, federation, professional sports confederation and the like;

7.9.12. are in default with Banco do Brasil;

7.9.13. are barred from bidding with BB Tecnologia e Serviços or its controlling shareholder.

Within the framework of strategic partnerships

7.10. We have opted, as a matter of priority, to enter into partnerships with commercial, operational or intellectual property-related agreements, before

STRATEGIC PARTNERSHIPS AND SHAREHOLDINGS POLICY

entering into shareholdings.

7.11. We implement partnerships that adhere to legal, regulatory and administrative principles, good business and governance practices, BBTS's corporate purpose, its guidelines and strategic objectives, so we are not bound by agreements that violate these precepts.

7.12. We observe the following principles, in the light of Law 13.303/2016, for the adoption of partnerships:

7.12.1. The agreement must be related to the performance of duties inherent to the respective corporate objects of the companies involved;

7.12.2. the configuration of a business opportunity, which can be established through the most varied associative, corporate or contractual models, in accordance with art. 28, § 4^o, of the State-Owned Companies Law;

7.12.3. demonstration of the commercial advantage for BBTS;

7.12.4. in the event of the unfeasibility of a competitive procedure, we note:

7.12.4.1. demonstration of the unfeasibility of a competitive procedure, for example, the relevance and compatibility of long-term projects, the convergence of business philosophies, the complementarity of needs and the absence of conflicting interests; and

7.12.4.2. proof that the chosen partner has conditions that demonstrate its superiority in relation to the other companies operating in that market;

7.13. We formalize a term of commitment or basic agreement with the possible partner, which will contain the guidelines of the business partnership, such as the scope of the association, the duration, the amount of the investment, the participation of each partner, the sharing of resources and risks, access for all to management control, among other aspects that will guide the associative relationship, including the confidentiality of data and information.

7.14. We evaluate strategic partnerships:

7.14.1. the partner's technical and delivery capacity, as well as whether it has conditions that demonstrate its superiority over other companies

STRATEGIC PARTNERSHIPS AND SHAREHOLDINGS POLICY

operating in the same market;

7.14.2. the paid-up share capital of the third party in relation to the value of the business opportunity, in order to guarantee the continuity and delivery of the partnership.

7.15. We have adopted management mechanisms to prevent the partnership from deviating from the public interest purpose for which it was formed.

7.16. We protect BBTS's intellectual property rights arising from partnerships formalized with third parties, under the terms of the 1988 Federal Constitution:

7.16.1. We proceed to register the intellectual property, the nominative deposit and the trademark of the object developed by the partnership;

7.16.2. We ensure that intellectual property is preferably owned by BBTS, except when co-ownership is established in a formal instrument by the partners, in the interests of the business;

7.17. We may authorize the use of brands under the domain or property of BBTS, only with formal authorization and within the limits of the partnership.

Within the scope of shareholdings

7.18. We may participate in companies that are linked to our corporate purpose and adhere to our Institutional Positioning and Corporate Strategy.

7.19. We employ and seek to induce the investee company to adopt:

7.19.1. mechanisms for defending the interests of BB Tecnologia e Serviços in the investee company;

7.19.2. adequate controls over the execution of the investee company's capital budget and the realization of BB Tecnologia e Serviços' investments programmed by the investee company, including the alignment of costs with those of the market;

7.19.3. practices in line with the related party transactions policy of the investee company, if any;

7.19.4. monitoring the investment, including assessing the need for new contributions and the risks of reducing the asset's recoverable value;

7.19.5. mechanisms that show performance in the following aspects:

7.19.5.1. analysis of the financial leverage conditions of the investee

STRATEGIC PARTNERSHIPS AND SHAREHOLDINGS POLICY

company;

7.19.5.2. evaluation of financial investments and relevant processes for the sale of movable and immovable assets of the investee

company;

7.19.5.3. risk mitigation, adequacy of internal controls and adherence to the precepts of the General Personal Data Protection Act;

7.19.5.4. risk control of the contracting and execution of projects of the investee company that are relevant to BB Tecnologia e Serviços;

7.19.5.5. compliance, in the business of the investee company, with socio-environmental conditions established by environmental agencies.

7.20. We aim to ensure a return on capital that is compatible with the risks assumed in the investments or with the cost savings provided by the investee company.

7.21. We seek to ensure our participation in the strategic decisions of the investee company.

7.22. We observe minimum capital standards and operating limits established internally or by supervisory and regulatory bodies when approving proposals for equity investments.

7.23. We apply a formal methodology for prospecting, evaluating and formalizing new investments and divestments.

7.24. We separate the activities of prospecting and evaluating investments in equity holdings.

7.25. We seek to establish governance dynamics and minimize conflicts of interest in partnerships shareholder, quotaholder and operating agreements.

7.26. We seek to adopt Corporate Governance practices compatible with the best market practices in our shareholdings.

7.27. We assess whether our participation will be majority or minority according to the characteristics of the prospective business opportunity, considering that:

7.27.1. Companies in which BBTS holds a majority stake in their voting capital will be considered subsidiaries of state-owned companies and will therefore be

STRATEGIC PARTNERSHIPS AND SHAREHOLDINGS POLICY

governed as far as possible by public law rules.

public law, such as the rule that staff must be hired through a public

tender and a bidding process, when carrying out their core business;

7.27.2. Subsidiary status will also apply to companies with minority state participation under BBTS control by virtue of a shareholders' agreement or other circumstance;

7.27.3 Companies in which BBTS holds a minority stake are private companies and are subject to the purely private regime.

8. APPROVAL

8.1. Through Technical Note 2021/0253, this policy was considered by the Executive Board on August 17, 2021 and approved by the BBTS Board of Directors (Conad) on November 16, 2021.