TECTRIL

FAIR COMPETITION POLICY

Competition integrity in Tectril’s business relationships

Company	Tectril Soluções em Logística e Comércio Ltda.
Type	Corporate policy
Revision	Rev. 0
Status	Draft for approval and legal validation
Owner	Compliance
Channel	compliance@tectril.com.br

This policy sets minimum standards and does not replace legal advice. Questions or risk situations must be referred to Compliance before any decision or external contact.

Corporate draft subject to internal approval and legal validation before publication.

1. Purpose

To establish principles and rules so that Tectril conducts its activities independently, ethically and competitively, respecting free enterprise, free competition, consumers and applicable law.

The policy seeks to prevent cartels, bid rigging, improper information exchanges, abuse of economic power and other practices capable of restricting or distorting competition.

2. Scope

This policy applies to directors, officers, employees, interns, temporary workers, representatives, consultants, service providers and other third parties acting in Tectril's name, interest or benefit, in Brazil or abroad.

Suppliers, partners, agents, customs brokers, carriers and other third parties must follow compatible standards whenever their actions may affect Tectril.

3. Principles

Tectril's competitive conduct shall be guided by the following principles:

- independent business decisions based on legitimate criteria such as price, quality, capacity, risk and strategy;
- competition on merit, efficiency, innovation, service and compliance;
- honest treatment of customers, suppliers, competitors and partners;
- protection of confidential and competitively sensitive information;
- preventive consultation with Compliance whenever there is doubt or risk;
- appropriate documentation of decisions and cooperation with competent authorities.

4. Strictly prohibited conduct

It is prohibited to propose, negotiate, authorize, carry out or facilitate, directly or indirectly, any agreement or understanding with competitors whose purpose or effect is to restrict competition.

- fixing, aligning or coordinating prices, freight rates, tariffs, margins, discounts, commissions, increases, payment terms or other commercial elements;
- allocating customers, territories, routes, suppliers, products, projects, volumes or opportunities;
- limiting production, capacity, supply, investment, innovation or market access;
- coordinating participation, bids, prices, cover bids, rotation, withdrawal or outcomes in tenders or quotations;
- organizing collective boycotts, coordinated refusals to deal or unjustified exclusion;
- manipulating markets, creating sham bids or using a third party to conceal coordination;
- imposing or supporting abusive exclusivity, tying, discrimination, predatory pricing or resale restrictions without prior legal review;
- destroying, altering or concealing documents relevant to an inquiry or inspection.

5. Competitively sensitive information

Non-public information capable of reducing present or future competitive uncertainty must not be requested, received, disclosed or discussed with competitors.

- current or future prices, price lists, discounts, margins, costs and adjustment formulas;
- customers, bids, volumes, capacity, routes, territories and entry or exit plans;
- business strategies, future commercial initiatives, investments, launches and contracting terms;
- wages, benefits or hiring strategies where the exchange may restrict competition for workers;
- individualized data obtained through an association, adviser, platform or third party that allows a competitor's strategy to be identified.

If sensitive information is received without being requested, do not forward or use it. Record its source, stop the conversation and immediately notify Compliance.

6. Contacts with competitors and trade associations

Legitimate contacts may occur in trade associations, events, projects, logistics operations, customer-supplier relationships, consortia or other lawful activities. Such contacts must have a clear purpose, legitimate agenda and defined boundaries.

- obtain manager approval and Compliance guidance when a sensitive topic may arise;
- use a prior agenda and, where appropriate, record participants, decisions and minutes;
- stop the discussion if a prohibited topic arises, state the objection and request that the departure be recorded;
- do not join side conversations, messaging groups or informal meetings to discuss competitive conditions;
- share only what is necessary and, where appropriate, use aggregated, historical and anonymized data.

A conversation is not less risky because it occurs at an association, social event, messaging app or through a consultant.

7. Tenders, quotations and contracting

Tectril must prepare proposals independently and truthfully. Cover bids, bid rotation, bid suppression, allocation of winners, compensatory subcontracting, lot allocation or any arrangement intended to create the appearance of competition are prohibited.

- protect the confidentiality of proposals and access credentials;
- limit information to the team with a need to know;
- document assumptions, approvals and price formation;
- report suspicious approaches by competitors, customers, agents or third parties;

- submit consortia, joint bids and subcontracting among competitors to prior review by Compliance and, where necessary, Legal.

8. Customers, suppliers and partners

Customers, suppliers and partners must be selected and treated using objective, consistent and documentable criteria. Tectril will not use threats, deception, commercial retaliation or unjustified discrimination to exclude competitors or prevent legitimate choices.

- exclusivity, non-compete, preference, parity, territorial or resale restriction clauses require a risk-proportionate review;
- different terms must have a legitimate and verifiable business justification;
- resellers and partners must retain autonomy over their business decisions, subject to valid legal and contractual limits;
- confidential information received in one business relationship must not be used to improperly benefit another operation.

9. Competitive intelligence and commercial communications

Market and competitor information may only be obtained through lawful and ethical means, such as public sources, legitimate research, customers not bound by confidentiality and authorized providers.

- false identity, pretexting, intrusion, bribery, inducing a confidentiality breach or hiring a former employee to obtain trade secrets are prohibited;
- new personnel must not be asked for confidential information belonging to former employers;
- advertising comparisons must be truthful, verifiable, objective and not misleading;
- competitor documents received by mistake must be preserved without exploitation and referred to Compliance.

10. Partnerships, consortia, mergers and corporate transactions

Partnerships with competitors may create legitimate efficiencies, but they must have a defined objective, demonstrable necessity and proportionate safeguards. Before material discussions begin, sensitive data is shared, integration is carried out or commitments are assumed, legal and competition review is required.

- use confidentiality agreements and restricted teams where appropriate;
- limit sharing to what is necessary for evaluation and performance;
- avoid premature coordination between businesses that remain independent;
- assess whether notification or approval by a competent authority is required;
- retain records of the rationale, safeguards and approvals.

11. Technology, platforms and algorithms

Pricing tools, artificial intelligence, digital platforms and third-party systems must not be configured or used to facilitate coordination, monitor an unlawful agreement, discriminate anticompetitively or share sensitive data among competitors.

- the responsible area must understand the tool's data sources and relevant rules;
- cross-access risks, automated recommendations and signs of coordination must be assessed;
- material business decisions must remain subject to human oversight and risk-appropriate controls.

12. Red flags

The following situations must be stopped and reported:

- an invitation to 'organize the market,' avoid price wars or respect customers and territories;
- a request to submit a bid only to complete a quotation process;
- an offer of a competitor's future price list or confidential bid;
- a discussion about who should win, withdraw or subcontract in a tender;
- use of coded language, personal channels, disappearing messages or a request not to create records;
- simultaneous changes in commercial terms without a legitimate explanation;
- pressure to destroy documents or omit meeting participants.

13. How to respond to a risk situation

The person must act promptly and clearly:

- do not agree, signal acceptance or provide information;
- stop the conversation and state that Tectril does not participate in anticompetitive conduct;
- leave when necessary and request that the objection be recorded;
- preserve messages, documents, invitations and other evidence;
- promptly notify Compliance at compliance@tectril.com.br;
- do not investigate independently, confront those involved or coordinate accounts.

Preventive consultation is mandatory before proceeding whenever there is reasonable doubt about competition risk.

14. Responsibilities

Senior Management: demonstrate commitment, ensure resources and reject targets or incentives that encourage violations.

Managers: guide teams, assess risks, promote documentation and escalate questions.

Compliance: provide guidance, receive reports and support risk assessments, training, monitoring and incident response.

Legal or external legal counsel: interpret the law, review transactions and lead legal strategy when engaged.

All covered persons: understand the policy, attend training, preserve records and report concerns.

Third parties: comply with contractual clauses, cooperate with checks and report risks related to Tectril.

15. Reporting, non-retaliation and confidentiality

Questions and reports may be sent to compliance@tectril.com.br or through Tectril's officially available Integrity Channel. Good-faith reports will be treated with confidentiality appropriate to the review and must not result in retaliation.

A knowingly false report or abusive use of reporting channels may lead to appropriate measures, without discouraging honest reports even when they are ultimately unsubstantiated.

16. Review, cooperation and record preservation

Tectril will assess indications impartially, proportionately and with documentation, respecting rights, confidentiality, data protection and applicable law. Everyone must cooperate, preserve evidence and follow Compliance and Legal guidance.

No person is authorized to respond to an authority, deliver documents, search devices or issue a statement on Tectril's behalf without internal coordination, except where an immediate legal duty applies. Tectril will lawfully cooperate with authorities and will not obstruct inspections.

17. Training, controls and monitoring

Tectril will adopt measures proportionate to its size, activities and risks, including periodic training, contractual clauses, third-party due diligence, review of sensitive meetings, controls over tenders and proposals, red-flag monitoring and policy updates.

Higher-exposure functions—Sales, Procurement, Operations, Pricing, Finance, Technology, People and leadership—may receive additional training and controls.

18. Violations and applicable measures

Noncompliance may result in corrective guidance, training, warning, suspension, termination of employment, contract termination, damages and reporting to authorities, depending on severity, law and applicable instruments.

Individual liability does not exclude Tectril's or a third party's liability. Knowing omission, facilitation, retaliation and attempted concealment are also violations.

19. Governance, exceptions and review

No internal approval can make anticompetitive conduct lawful. Any operational exception to this policy may only be assessed by Compliance and Legal, provided that it is lawful, documented and consistent with these principles.

This policy becomes effective upon internal approval, must be communicated to covered persons and will be reviewed periodically or following material changes in law, activities or Tectril's risks. In the event of conflict, the legal rule offering stronger protection to free competition shall prevail.

20. Main references

Brazilian Law No. 12,529/2011—structures the Brazilian Competition Defense System and provides for the prevention and repression of violations of the economic order.

Brazilian Law No. 8,137/1990—defines crimes against the tax and economic order and consumer relations, as applicable.

Guidance and decisions of the Brazilian Administrative Council for Economic Defense (CADE).

International good practices on competition compliance programs, including those of the Organisation for Economic Co-operation and Development (OECD).

Tectril Code of Business Ethics and Conduct and Compliance Policy.

INTERNAL APPROVAL

Approver: ____________________ Title: ____________________ Date: ____/____/________

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