



**O D A T A**

*An Aligned Data Centers Company*

TRANSAÇÕES COM PARTES RELACIONADAS E CONFLITOS DE INTERESSE / TRANSACCIONES CON PARTES RELACIONADAS Y CONFLICTOS DE INTERÉS / RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST

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## 1. OBJECTIVE

The present Policy for Related Party Transactions and Conflicts of interest ("Policy") aims to establish procedures to be observed by ODATA BRASIL LTDA. ("ODATA Brasil"), its branches, subsidiaries and affiliates belonging to the same group ("Company"), in order to ensure that decisions involving Related Party Transactions, as defined below, and other situations with potential conflict of interest, are taken under conditions of equality and transparency, ensuring to shareholders and other interested parties that the Company adopts the best corporate governance practices.

## 2. SCOPE

It refers to:

- All areas and process of ODATA.

## 3. REFERENCES FOR THE PREPARATION OF THIS DOCUMENT

- ISO 9001
- ISO/IEC 20000-1
- ISO/IEC 27001
- ISO 14001
- ISO 45001

## 4. DEFINITIONS

- **Related Parties:** individuals or legal entities with whom the Company may contract under conditions other than those of independence that characterize transactions with third parties unrelated to the Company are considered Related Parties. Thus, for the purposes of this Policy, the following are considered: (i) an individual or a close family member of someone who (a) has full or shared control of the Company; (b) has significant influence over the Company; or (c) perform any relevant activity in the Company's management (board members, directors or other deliberative activities); and (ii) legal entities (a) that are under common control, directly or indirectly;

(b) exercises full or shared control of the Company; (c) is controlled by the Company; or (d) has significant influence over the Company.

- **Close Family Members:** Are those close family members who can be expected to exert influence or be influenced by the person in the business of these members with the Company or its Subsidiaries and include, but are not limited to: for Brazil, descendants and ascendants in a straight line up to the second degree, natural or civil (adoptive), their spouse, common-law partner or equivalent, collateral up to the second degree of consanguinity. For other countries this includes, but is not limited to, relatives up to the fourth degree of consanguinity or second degree of affinity, your spouse, civil union partner, common-law marriage partner, or equivalent, or who live together in the same household.
- **Significant Influence:** Power to participate in decisions on financial and operating policies of the Company, its Subsidiaries, branches, affiliates, or a particular company, but without having actual control over these policies. Significant influence is presumed when a person holds at least 20% (twenty percent ) of the voting capital of a company, or if in Chile, at least 10% (ten percent) of the capital of a company.
- **Conflict of Interest:** Any situation that represents a conflict between the personal interests of an associate or director and the interests of the Company that may, in a concrete or apparent manner, compromise or improperly influence the performance of the functions of the associate or director in question, to the detriment of the Company's interests.
- **Ethics Channel:** external denunciation channel, available through the ODATA website.

## 5. RESPONSIBILITIES AND AUTHORITIES

- **Chief Financial Officer:** Associate responsible for the macro management of Legal, Finance, Business Development, and Human Resources;
- **Managing Director:** Associate responsible for the broad management of the Company;
- **Legal Director:** Associate responsible for the Legal area;
- **SGI:** Company's area responsible for internal controls, processes, and procedures.

## 6. RULES

## 6.1 Respect the Legal and Ethical Standards

The Company may perform Related Party Transactions provided that they have been contracted under market conditions, i.e., that, during the negotiation and formalization of the transaction, the prices and conditions of services have been observed to be compatible with those practiced in the market, applying the same principles and procedures that guide negotiations made by the Company, as described in the Company's Code of Ethics and Conduct.

## 6.2 Related Party Transactions

Related Party Transactions are transactions that result in the transfer of goods, rights, resources, services, or obligations, directly or indirectly, between Company and a Related Party, regardless of the price charged in return ("Related Party Transactions").

## 6.3 Identification of Related Party Transactions

It will be up to the requesting area the hiring to question, prior to any hiring, if the hired party is, for the purposes of this Policy, considered a Related Party. In case the area responsible for hiring presents any questioning as to the characterization of the operation as a Related Party Transaction, it must forward any doubts to the Legal Department, which will be responsible for recommending, in a second analysis, whether such transaction should be subject to the provisions of this Policy.

## 6.4 Risk Management

It is up to the Legal Department to analyze the contracts between the Related Parties and verify if they are in line with this Policy. After that, the Legal Department shall inform the requesting area about the need to submit such contracting to the prior approval of the Board of Directors or Shareholder approval, as appropriate.

In situations where it is identified that a certain hiring is not in line with this Policy, it will be up to the Legal Department to forward to the Board of Directors or Shareholder, with a description of the facts and evidence that justify its understanding. If the Board of Directors or Shareholder approves the conclusion

of any transaction involving Related Parties, the Legal Department will inform such decision to the respective person responsible for contracting. In the event that these situations occur outside Brazil, the decision will be ratified in the respective Board of Directors/Directorate/Governing Committee, as appropriate.

## 6.5 Information to be Considered when Analyzing Related Party Transactions

The following information shall be analyzed within the scope of the approval process:

- a) the terms of the transaction;
- b) the interest of the Related Party;
- c) the purpose and timing of the transaction;
- d) whether the Company and/or its direct and indirect subsidiaries are parties to the transaction and, if not, the nature of their participation;
- e) if the transaction involves the sale of an asset, a description of the asset, including date of acquisition and carrying amount or deemed cost;
- f) information about the counterparties in the transaction;
- g) the approximate transaction amount;
- h) description of any provisions or limitations imposed on the Company and/or its direct and indirect subsidiaries as a result of the execution of the transaction;
- i) if the transaction involves any reputational risk for the Company and/or its direct and indirect subsidiaries; and
- j) any other information that may be relevant to shareholders.

## 6.6 Formalization of Related Party Transactions

Related Party Transactions must: (a) be in accordance with the provisions of this Policy and with the other practices used by the Company and guidelines mentioned in the Company's Code of Ethics and Conduct; and (b) be concluded in a written instrument mentioning its main terms and conditions, such as: global price, unit price, terms, guarantees, responsibility for collecting taxes, payment of fees, obtaining licenses, among others. Among these characteristics, the possibility of termination, by the Company, of any

transaction with a Related Party that is a successive deal must also be expressly included, under conditions equivalent to those available in contracts with non-related parties.

## 6.7 Questionnaire

The HR and Procurement Departments, as applicable, must obtain and evaluate the responses of potential employees and/or suppliers to the specific questionnaires adopted by the company prior to hiring. If any potential Related Party transaction is identified, the HR and Procurement Departments must immediately inform this fact to the Legal Department, in order to verify if a certain transaction should be characterized as a Related Party Transaction.

## 6.8 Board of Directors and Shareholder

It is incumbent upon the Board of Directors or Shareholder of ODATA Brasil, as stipulated in this Policy: (a) to decide on the approval or rejection of the execution of any contracts between the Company and Related Parties, respecting the relevant provisions in the Company's Articles of Association , if applicable; (b) make available to the shareholder the contracts with Related Parties entered into by the Company, as approved; (c) analyze identified hires that are not in line with this Policy; and (d) guide the Company in cases of omitted procedures related to this Policy.

It is up to the Board of Directors/Directorate/Governing Committee of the respective country to ratify the decision of the ODATA Brazil's Board of Directors or Shareholder.

## 6.9 Related Party Transactions that have not been Subject to the Procedures of this Policy

If a Related Party Transactions comes to the attention of the Directors or Associates that has not been submitted to the approval procedures set forth in this Policy, the Legal Department will analyze said transaction considering all the options available to the Company and/or its direct and indirect subsidiaries, including the ratification, amendment, or closure of the transaction, informing the Executive Board of its conclusions.

## 7. CONFLICT OF INTEREST

### 7.1 Conflict of Interest Situations

Conflict of Interest arises when a person is involved in a decision-making process in which he or she has the power to influence the outcome, ensuring a gain for himself or herself, a family member, or a third party with whom he or she is involved, or that may interfere with his or her capacity for unbiased judgment. Thus, a conflict of interest exists when someone is not independent in relation to the matter under discussion and can influence or make decisions motivated by interests other than those of the Company. This is a situation that must be examined and dealt with in each specific case when the confrontation between the Company's interest and the personal interest of the agent is verified.

### 7.2 General Rules

When a potential conflict of interest is identified, the person involved in the decision-making process must plead impediment and abstain from participating in a given negotiation, in order to ensure the exclusive interest of the Company.

In addition, the Directors in a position of conflict of interest must absent themselves from discussions on the subject and abstain from voting in deliberations on the matter. If requested by the Managing Director of the Company, such Directors may partially participate in the discussions as informants, aiming to provide them with more information on the operation and the parties involved, the conflicted Manager, however, shall always leave the room at the end of the discussion, including the voting process of the matter.

The manifestation of the situation of conflict of interest and the subsequent abstention must be included in the minutes of the respective meeting at which the matter is considered.

The intentional absence of voluntary manifestation by a Director shall be considered a violation of the principles of good corporate governance and of this Policy, and such behavior shall be brought to the



attention of the Legal Department and, as the case may be, to the Board of Directors and/or Shareholder of ODATA Brasil.

In performing their daily work activities, associates must make decisions in the best interests of the Company, independent of any outside influence. The Company seeks to promote a favorable work environment so that the associate is able to exercise his/her functions for the benefit of the Company without being impacted by Conflict of Interest.

The associate must not act in a manner that diverges from the Company's objectives and interests, nor assume conducts that may negatively affect the trust of clients, suppliers, third parties, or other employees in the integrity and values of the company.

All associates must observe the potential configuration of a Conflict of Interest when conducting their activities, whether related to the Company or to third parties.

It is necessary that associates contact the Legal Department in the following situations (a) in case of doubt about how to prevent or avoid situations that constitute a Conflict of Interest, as well as any doubt about the application of this Policy in a specific case; and (b) for forwarding the form contained in Annex I, in case the associate finds himself/herself in a situation of potential Conflict of Interest, under the terms of the Company's Code of Ethics and Conduct and of this Policy.

In case of suspicion of a situation of Conflict of Interest involving another associate to the detriment of the Company's interests, the Legal Department is requested to be informed.

## 8. FINAL PROVISIONS

This Policy is valid indefinitely and may be amended at any time.

It is up to the Board of Directors of ODATA Brasil:

- Formally approve the Policy;

- Approve as well as any future revisions, which should occur whenever necessary;
- Review any omissions or exceptions to the Policy.

It is up to the Board of Directors/Executive Board/Governing Committee/Assembly of Shareholders of the respective country, to ratify the decision of the Board of Directors or Shareholder of ODATA Brasil .

The Company's Ethics Channel is hereby established as a formal channel to receive denunciations that involve Related-Party transactions.

Persons who violate this Policy will be subject to appropriate legal and/or disciplinary measures, which will be evaluated by the ODATA Ethics Committee and determined by the competent managers of the Company.

This Policy will come into force on the date of its publication, and any provisions to the contrary are revoked.

## Annex I – Conflict of Interest Declaration Form

Name:	
Position:	Department:

### A. Statement about Family Members:

1. Are any of your family members public agents?

Yes  No

2. Are any of your family members associates of the Company or of a company in the same group as the Company

Yes  No

3. Is(are) any of your family member(s) employed by a company in the same line of business as the Company or that can in any way be considered a competitor of the Company?

Yes  No

4. Is(are) any of your family member(s) an associate, officer, worker or has direct or indirect ownership interest in company(ies) with business or contracts signed with the Company (partners, third parties, representatives, subcontractors, suppliers, consultants, service providers in general), or that could potentially be signed, or with company(ies) in the same group as the Company?

Yes  No

5. Do any of your family members serve as a director, officer or manager in the companies mentioned in the previous question?

Yes  No

6. If you answered positively to any of the above questions, please give the details below.

Answer: \_\_\_\_\_

### B. Situations of Potential Conflict of Interest

1. Does the associate have share participation in company(ies) with business or contracts signed with the Company (partners, third parties, representatives, subcontractors, suppliers, consultants, service providers in general), or that could potentially be signed, or with company(ies) in the same group as the Company?

Yes  No

2. Are there any other situations that configure a potential Conflict of Interest?

Yes  No

3. If you answered positively to any of the above questions, please give the details below.

Answer: \_\_\_\_\_

Place (city and state)

\_\_\_\_\_  
Name:

Title:

