

# THIRD PARTY CONTRACTING POLICY

***Grendene***<sup>®</sup>

**[B]**<sup>3</sup> BRASIL  
BOLSA  
BALCÃO



# **GRENDENE S.A.**

**Public Held Company**

**CNPJ n. 89.850.341/0001-60 - NIRE n. 23300021118-CE**

## **Third Party Contracting Policy**

### **1.Objective**

1.1. This Third Party Contracting Policy ("Policy") aims to establish the guidelines of Grendene S.A. ("Grendene") regarding the procurement process, contracting, and evaluation of possible suppliers, subcontractors, service providers, and other third parties, in order to develop internal corporate integrity measures and satisfy the demands of the Company.


### **2. Scope**

2.1. This policy applies to Grendene, its administrators, members of administrative bodies, Employees, interns, and apprentices, regardless of hierarchical level and function exercised; public Suppliers, service providers, and any third parties that are involved in business with Grendene, in Brazil and abroad.

2.2. For clarity purposes, when the term "Grendene" is used in this Policy, it includes all subsidiaries and/or affiliated companies, as the case may be, in Brazil and abroad. The term "Third Parties" refers to those natural or legal persons that have a relationship of supply with Grendene, and a "relationship of supply" includes suppliers of raw materials, goods, services, indirect materials, transportation and/or industrialization.

### **3. General Guidelines**

3.1. The process of developing and contracting Third Parties must be based on ethics, observing Grendene's Code of Conduct and Policy for Fighting Fraud and Corruption, as well as other related internal policies and rules. Grendene has a Code of Conduct that defines the ethical principles, values, and behavior that are expected of all its employees and Third Parties, as well as a Policy to Combat Fraud and Corruption, which aims to establish guidelines regarding the relationship with the public sector and to strengthen the mechanisms to prevent and combat harmful practices such as corruption, bribery, fraud, money laundering, and terrorism financing.



3.2. According to Grendene's Anti-Fraud and Corruption Policy, the business must be conducted with transparency and strict compliance by its employees and Third Parties with the applicable national and international laws and regulations, including but not limited to the fight against corruption, bribery, fraud, money laundering, and terrorism financing.

3.3. Grendene establishes specific policies for the various types of supply that must be complied with by Third Parties as described in Grendene's Manuals for Suppliers and Service Providers, as applicable.

3.4. It is against the law to accept or give gifts or hospitality that affect or could affect business decisions or show any kind of commitment to the person giving the gift or hospitality.

3.5. Under no circumstances may Grendene's Employees participate in negotiations involving potential conflicts of interest that could compromise impartiality.


3.6. The objective of contracting a third party is to obtain the greatest price for Grendene in order to meet the company's needs in a timely manner, with the appropriate quantity, and with the best benefit-cost ratio.

#### **4. Contracting/Selecting Third Parties**

4.1. The evaluation and approval of Third Parties shall adhere to the rules and systems established in Grendene's Manuals for Suppliers and Service Providers, as applicable, taking into account reputation, technical, and capacity issues, as well as the eventual ethical, economic, social, and environmental dimensions.

4.2. Thus, it is advisable to add an anti-corruption clause in all signed contracts, saying that all parties will comply with the Anti-Corruption Law and other related legislation, as well as their respective compliance. Non-compliance with this clause may cause sanctions against the infringing party, including but not limited to, contract suspension and/or termination. Grendene's Legal Department will draft, review and approve the anti-corruption clauses in accordance with the needs and terms of this Policy.

4.3. When necessary, Grendene must complete the Due Diligence process prior to dealing with third parties, including but not limited to the following: (i) reputation and loyalty of the Third Party (ii) possible conflicts of interest; (iii) legal proceedings, concluded or in progress, concerning the topic of the crime of Corruption; and (iv)



the company's commitment to adopting the practices of Grendene's Code of Conduct.

4.4. As part of the process, Grendene will also review the risks involved in advance and periodically in order to examine the suitability and integrity of its third parties.

4.5. The registration and activation of Third Parties for procurement or contracting must follow the company's internal rules, considering the segregation of functions and other related internal controls.

4.6. Negotiations, procurement, and contracting are centered in the company's supply sector and can originate either from raw material requisition or planning.

4.7. The payments and contractual instruments made to Third Parties shall comply with the requirements and provisions contained in Grendene's internal rules and policies, as well as the applicable national and/or international legislation, as the case may be. All of the company's financial transactions must be recorded and accounted for in accordance with the applicable accounting standards and best practices.


4.8. And, for enhanced transparency and traceability, all records and approvals related to the procurement and contracting process of Third Parties, including the electronic archiving of all quotations, proposals, and/or contracts, must be accessible for prospective consultation and audits.

## **5. Conflicts of Interest**

5.1. According to Grendene's Code of Conduct, the Third Party or interested party must declare any potential conflicts of interest during its connection with Grendene.

5.2. According to the Code of Conduct, if an employee has a personal or business relationship with a supplier, service provider, or interested party, the employee must immediately report the conflict of interest to his/her immediate supervisor, the supplies area, and/or the GRC (Governance, Risks, and Compliance) department.

5.3. Through its internal controls, Grendene shall verify potential conflicts of interest during the approval/contracting of Third Parties, particularly in circumstances involving direct or indirect connections between the interested parties.



5.4. The employee with a conflict of interest in the process of negotiating and selecting a Third Party must withdraw from this particular contractual procedure and not exert any influence over this decision.

5.5. The management and evaluation of any third party that supplies Grendene with products and/or services must not be conducted by or influenced by employees with a conflict of interest.

## 6. Sanctions

6.1. In the event of noncompliance with this Policy or other internal regulations of the company, Grendene provides an independent Ethics Channel, administered by an outsourced and specialized company that ensures the confidentiality of information received via the website, e-mail, 0800 number, and post office box.

6.2. Employees and other interested parties (such as customers and suppliers) may submit anonymous or identified reports through the following channels:


- **Website:** <https://www.linhaetica.com.br/etica/grendene>
- **Email:** [grendene@linhaetica.com.br](mailto:grendene@linhaetica.com.br)
- **Telephone:** 0800 208 0048
- **Post Office Box:** 9518 - CEP 04711-904, São Paulo – SP

6.3. The investigations of complaints will be conducted in accordance with Grendene's Whistleblower and Consequences Management Policy, which is available for public consultation through the link: <http://ri.grendene.com.br>, at CVM and B3.

6.4. Any act of illegality in the conduct of business at Grendene, by both employees and Third Parties, will be subject to the sanctions and penalties stipulated by the applicable laws and external regulations. According to Grendene's Whistleblower and Consequences Management Policy, which is available at the aforementioned link, Grendene reserves the right to take the actions it deems necessary to stop any irregularity, as well as to apply appropriate disciplinary measures and provide possible preventive actions.

## 7. Responsibilities

7.1. All Grendene employees and Third Parties are responsible for ensuring compliance with this policy.



7.2. Omissions in this Policy and ambiguities in its interpretation will be addressed at the meetings of the Board of Directors, as will its approval and monitoring.

## 8. **Final Provisions**

8.1. This policy takes effect on the date it is approved by the Board of Directors and must be followed immediately by Grendene, its directors, advisors, advisory committee members, employees, Third Parties, and other Interested Parties.

Farroupilha, October 27, 2022.

Renato Ochman  
**Secretary**

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