



CORPORATE GOVERNANCE

CONSAG Engenharia (CONSAG)'s Corporate Governance aims to add value to its shareholders, contribute to the company's continuity, and establish a suitable level of transparency.

For this purpose, **CONSAG** has its Governance based on the following Policies establishing the essential guidelines for feasibility and achievement of business and its strategic goals:

- Corporate Governance;
- Business Development;
- Contract Performance Management;
- People Management;
- Acquisition and Management of Assets, Materials, and Services;
- Finance and Controllershship.

The organizational model adopted by **CONSAG** is divided into Business Units with independent business management and development, enhancing transparency in the relationship with its customers and increasing efficacy in the performance of the contracts. The Business Development and Contract Performance Management policies establish the essential guidelines for achievement, implementation and delivery of projects to the customers.

In this model, the Business Units are supported by the **CONSAG**'s Corporate Executive Boards for the long-term strategy development and respective effective alignment, management and control, aiming to achieve results agreed with shareholders and customers with corporate security.

The structure of Corporate Governance consists of AG S.A.'s Board of Directors, its Support Committees, **CONSAG** Presidency, Corporate Departments, and **Vice Presidencies**.

It is important to note that the roles of Internal Audit and Compliance directly report to the AG S.A.'s Board of Directors by means of Audit Committees and Ethics Committee, respectively, ensuring its authority and independence.

CONSAG Engenharia, by its business, aims to achieve:

- Customer confidence;
- Competitive business performance;
- Increased value for shareholders;
- Satisfaction, motivation and training to have the best team;
- Best partners/ suppliers of assets and services;
- Respect and admiration of society.

SAGE (SAGE, AG System of Excellence) management system covers Operational Excellence as **CONSAG**'s Value Discipline, and it is based on the principles of LEAN philosophy.

This is divided into dimensions, in which each dimension has its own "True North" aligned with the general guidelines of this policy. The interactions among dimensions are described throughout this policy, as well as in the own procedures designed in each dimension, which permeate not only the entire life cycle of **CONSAG**'s business but throughout the corporation.



In all markets where it operates, **CONSAG** considers the following essential for the development of its business:

- Strict adherence to the ethical principles, including prohibition on bribery;
- Business risk management, such as risks related to quality, environment, occupational health and safety and Compliance, including bribery risks;
- Compliance with legal, regulatory, and other applicable requirements, as well as requirements of the normative references of quality management, environment, occupational health and safety management and Compliance;
- The continuous improvement of the Occupational Safety, Environment and Health System, and the performance of its processes and products;
- Environmental protection, suitable management of environmental impacts, including pollution prevention;
- Ensuring a safe and healthy work environment aiming at preventing work-related injuries and illness for all the collaborators (employees, suppliers of assets and services, including subcontractors and others that may be present at the premises);
- Eliminating hazards and reducing Occupational Safety and Health risks;
- Consultation and participation of workers in issues related to Occupational Safety and Health;
- Ensuring appropriate treatment for legal, ethical, or conduct violations;
- The cultivation of a positive reputation in the market and society in terms of Compliance and integrity;
- The culture of Integrity and Compliance on a daily basis and at all levels.

To ensure environmental protection, and injury and illness prevention, **CONSAG** units identify and control their meaningful environmental impacts, as well as their substantial health and safety risks by the methods established in the essential procedures of environmental aspects and impacts, and analyses of occupational health and safety risks.

To support the operation of the business model, AGE has its Culture focused on five principles: (i) We are dedicated to People, (ii) We think like an owner, (iii) We create our future, (iv) We are simple and efficient, and (v) We stick to the deal. To learn more about these principles, guidelines and their processes, please access the People Management Policy.

CONSAG has Ethics as a fundamental basis of its operation and relationship with stakeholders and, for this reason, its Code of Ethics and Conduct applies to all employees and partners. Its Ethics Committee has a continuous, autonomous, and independent operation, which consists of executives appointed by the Board of Directors. The Compliance Management is integrated with all organizational processes and departments. The management scope covers the Business Units and corporate departments in Brazilian operations and abroad, considering that each unit has particularities according to its context, as provided in NO **CONSAG** 260 03.

The Ethics Committee is responsible for monitoring and improving the **CONSAG's** Integrity and Compliance Management, and it recommends the application of fines. It shall also be responsible for supervising dissemination, performance, and follow-up of the Compliance processes and rules.

As pillars of management, it is highlighted the commitment of **CONSAG's** top management to all activities and constant training, communication, campaigns on the subject and incident management, besides the definition of goals and targets for the Integrity and Compliance Management under this Policy.

CONSAG has a set of practices translated into rules and procedures applicable to all its units, aiming to ensure efficiency in achieving its intended results, whose main management is **established by the AGSA holding company through the Standardization System Standard (NO AGSA 200 01).**

With the purpose of evaluating the compliance with the guidelines agreed, the rules and procedures formalized are subject to audit. At **CONSAG**, there are four models of internal audit:

• **Internal Audit Field Visits, guided by PR CONSAG 255 01**

• **Constant Monitoring of Works, guided by PR CONSAG 255 02**

• **Critical Transaction Monitoring, guided by PR CONSAG 255 03**

• **Management Compliance Audit, guided by PR CONSAG 220 47**

Any vulnerabilities and deviations found are handled in order to mitigate corporate risks and ensure compliance when implementing internal guidelines.

To promote the appropriate dissemination of corporate guidelines and aiming to establish a suitable level of transparency and communication with its stakeholders, **CONSAG follows** internal and external communication guidelines **established by Holding AGSA through the Communication Standard in the AG Group (NO AGSA 105 01).**

External Communication seeks an increasingly professional relationship with the press, the development of advertising and marketing campaigns aligned with the company, the management of the **CONSAG** brand, and the evaluation of sponsorship opportunities. To assure the accuracy of the information provided by Andrade Gutierrez to the public, no statement, whether written or verbal, online or print, on behalf of the Group, must be made without the prior authorization of the External Communication Board.

CONSAG has the communication channel Talk to Us for receiving suggestions, criticisms, complaints, or reports of misconduct, bribery, frauds, or violations of the Code of Ethics and Conduct, encouraging the raising of concerns based on good faith. Anyone (collaborators or external public) can access this channel by the Andrade Gutierrez's website, the "AG Portal" intranet, or via telephone. All collaborators and partners are committed to report any violation of the Code of Ethics and Conduct, as well as the Compliance guidelines. For confirmed cases of non-compliance with any of these items, penalties and disciplinary actions will be applied.

Operated by an external company, Talk to Us channel ensures independent, impartial, and specialized receipt of messages, as well as confidentiality and anonymity. All incidents are monitored by the Ethics Committee, and protection is granted to complainants in good faith.

Internal Communication aims to contribute to disseminate messages and strategies established by the company's leadership for change management, support corporate projects, and promote the dissemination of **CONSAG** Culture. As assistance to internal communication, **CONSAG** has corporate communication channels (corporate e-mail, magazine, newsletter, corporate wall), campaigns, events, and actions. The works and departments can contribute to all communication channels, sending criticisms and suggestions to comunicacao@agnet.com.br

COMMUNICATION CHANEL "TALK TO US"



BRASIL: 0800 721 0766



ARGENTINA: 0800 666 1660



PORTUGAL: 800 180 757



PERÚ: 0800 78339



REPÚBLICA DOMINICANA: 1 (849) 200 1245



OTHER COUNTRIES: +55 11 2739 4520

www.andradegutierrez.com/faleconosco

To learn about the Rules and Procedures related to the Corporate Governance Policy and other Policies, please access the Portal, Rules and Procedures.