

# EVE HOLDING, INC.

## GLOBAL ANTI-CORRUPTION POLICY

Adopted May 9, 2022

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### 1. STATEMENT OF POLICY

The Eve Holding, Inc. Global Anti-Corruption Policy (the “**Policy**”) commits Eve Holding, Inc. and its subsidiaries and/or affiliates (collectively, “**Eve Holding**” or the “**Company**”) in all operations throughout the world to conducting business ethically and with the utmost integrity. The Policy requires compliance with Eve Holding’s Code of Conduct (“**Code of Conduct**”) and all relevant laws and regulations against bribery and corruption including, but not limited to, the U.S. Foreign Corrupt Practices Act (“**FCPA**”), the Brazilian anti-corruption laws, the U.K. Bribery Act (“**UKBA**”), and other applicable national anti-bribery statutes and implementing rules and regulations.

The Policy also reflects Eve Holding’s commitment to adhering to the relevant standards set forth in the Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Government Officials in International Business Transactions, the United Nations Convention Against Corruption, the United Nations Global Compact, and the Inter-American Convention Against Corruption. Furthermore, it is Eve Holding’s policy that all Third-Party Intermediaries (as defined in Section 4.2.4, below) and other business partners the Company engages comply with the same laws, regulations, standards, and ethical business practices, as detailed in Eve Holding’s Business Partner Compliance Due Diligence Procedure (“**Business Partner Due Diligence Procedure**”).

The Policy specifically prohibits Eve Holding’s directors, officers, managers, and employees (collectively, “**Employees**”), and all “Third-Party Intermediaries” (as defined in Section 4.2.4) retained by the Company from engaging in any corrupt activity and directly or indirectly offering, promising, providing, or authorizing anyone to provide money or “Anything of Value” (as defined in Section 4.2.2) to a “Government Official” (as defined in Section 4.2.1) or any private individual or entity for the purpose of obtaining or retaining any “Improper Advantage” (as defined in Section 4.2.3).

Accordingly, as a company committed to compliance and the highest ethical standards, Eve Holding expects all Employees and Third-Party Intermediaries to comply with this Policy, all associated procedures, the Code of Conduct, and all U.S., Brazil, U.K., and other applicable anti-corruption laws and regulations. Eve Holding will not authorize or tolerate any business practice that does not comply with this Policy. Additionally, all Employees are required to review their respective business practices on a periodic basis and, if inconsistent with this Policy in any way,

work with the Eve Holding Compliance Department (“**Compliance Department**”) to make the appropriate practice adjustments to ensure compliance.

This Policy is not designed to provide answers to all issues and considerations pertaining to bribery and related matters that may arise in the course of the Company’s business. Also, the examples provided in the Policy are intended to help the reader understand the subject matter and the critical importance of compliance; they do not reflect an exhaustive list of circumstances covered by the Policy. Therefore, whenever there is any uncertainty about whether this Policy applies, or if you have any questions or suspicions about the propriety of any conduct, you must promptly seek advice from the Compliance Department. The Compliance Department can be contacted through the email address referenced at the end of this Policy (see Section 11).

All Employees, as well as all Eve Holding business partners, are expected to become familiar with, and comply with, this Policy, and to recognize and report potential anti-corruption compliance-related issues in time for them to be appropriately addressed by the Compliance Department.

Employees and Third-Party Intermediaries may be required to provide an anti-corruption compliance certification. *See Exhibit A.*

## **2. OBJECTIVE**

The purpose of this Policy is to outline and explain the prohibitions against bribery and corruption in all of the Company’s operations, to highlight the specific compliance requirements relating to these prohibitions, and to reinforce Eve Holding’s commitment to conduct business globally with the highest standards of honesty and integrity.

As a global company, Eve Holding must comply with the anti-bribery and corruption laws and regulations of every country in which it operates. Moreover, in addition to the applicable Brazilian anti-corruption laws and other applicable national anti-bribery statutes, as a company registered in the U.S. market, Eve Holding is subject to the requirements of the FCPA. These laws prohibit the payment of bribes and other illegal payments to foreign Government Officials anywhere in the world. Violating these laws or any other applicable anti-corruption laws potentially exposes Eve Holding and any Employees and/or Third-Party Intermediaries involved (regardless of nationality or location of residence) to significant criminal, civil, and/or administrative liability, and related fines and/or penalties.

This Policy should be read in conjunction with the Code of Conduct and related policies and procedures. In the event of a conflict between this Policy and other Eve Holding policies, or in a situation where the provisions of this Policy are more specific than the Code of Conduct or other policies, Employees must apply the more restrictive policy or procedure. In such a circumstance, please notify the Compliance Department so that it can promptly address the conflict, advise you about any appropriate steps to take and, if necessary, update the relevant policy or procedure.

## **3. APPLICATION**

This Policy applies to all of Eve Holding, including the Company’s international operations and any business activities managed or conducted on Eve Holding’s behalf by Third-Party

Intermediaries, including joint ventures. Every Employee (as defined above) is required to become familiar with, and abide by, this Policy. The Policy also applies to the Company's affiliates, direct or indirect subsidiaries to which the Code of Conduct applies, agents, representatives, consultants, independent contractors, and other Third-Party Intermediaries engaged by the Company.

Any Eve Holding subsidiaries not covered by the Code of Conduct must also adhere to the principles expressed in this Policy. The Compliance Department will collaborate with such subsidiaries to ensure that they promptly adopt policies and procedures that promote the same standards, principles, and objectives advanced by this Policy.

#### **4. PROHIBITED AND RESTRICTED PAYMENTS**

This Policy prohibits:

- the offer, promise, authorization, or payment of money or Anything of Value, either directly, or indirectly through a Third-Party Intermediary, to a Government Official or private individual or entity, in order to secure an Improper Advantage.

Importantly, key anti-bribery statutes, including the FCPA and Brazilian anti-corruption laws, prohibit these payments of money or Anything of Value whether they are made directly or indirectly through Third-Party Intermediaries.

Please Note: Even the offer of money or Anything of Value in the manner described above is prohibited, regardless of whether the money or item of value is accepted by the intended recipient.

##### **4.1. TYPES OF BRIBERY**

###### **4.1.1. BRIBERY OF GOVERNMENT OFFICIALS**

Under this Policy, offering, giving, promising, or authorizing the offering, giving, or promise, of money or Anything of Value, to a Government Official, directly or indirectly, in order to obtain an Improper Advantage, qualifies as bribery.

###### **4.1.2. PRIVATE SECTOR (COMMERCIAL) BRIBERY**

Eve Holding also prohibits bribery in the private sector. Accordingly, no Employee may offer, give, promise, or receive money, or Anything of Value, to or from an individual or entity in the private sector, in order to obtain an Improper Advantage.

##### **4.2. DEFINITIONS**

###### **4.2.1. The term "Government Official" means:**

- Any officer or employee, appointed or elected, of a local, state, regional, federal, or multi-national government or any department, agency, or ministry of a government;
- Any individual who, although temporarily or without payment, holds a public position, employment or function;

- Any officer or employee of a public international organization such as the United Nations, the World Bank, or the International Monetary Fund;
- Any individual acting in an official capacity for or on behalf of a government agency, department, ministry, or public international organization;
- A political party, political party official, or any candidate for political office;
- Any executive, officer, agent, or employee of a state-owned or state-controlled entity (such as a state-owned bank, a sovereign wealth fund, or a public university), as well as entities that perform a government function (such as airport, seaport, utility, energy, water, or power); or
- Any member of a royal family (note that such individuals may lack formal authority but may otherwise be influential in advancing Eve Holding’s business interests either through partially owning or managing state-owned or state-controlled companies).

Please Note: Family members of any of the individuals listed above may also qualify as Government Officials if Employee or Third-Party Intermediary interactions with them are intended or have the effect of conferring Anything of Value on a Government Official. Any questions relating to whether an individual or an entity is a Government Official should be directed to the Compliance Department.

**4.2.2.** The term “**Anything of Value**” is broad and can include any item of monetary and non-monetary value, including, but not limited to, the following:

- Cash or the equivalent (including gift cards);
- Benefits and favors (such as special access to a government agency);
- Performing services that would otherwise have to be paid for or purchased;
- Gifts;
- Contracts or other business opportunities awarded to a company in which a Government Official has an ownership or other beneficial interest;
- Employment or consultancy opportunities or job offers (even to a Government Official’s relatives);
- Charitable donations;
- Political contributions;
- Medical, educational, or living expenses; or
- Travel, meals, lodging, shopping, or entertainment expenses.

Please Note: There is no “small payment” exception for payments made with an intention to bribe, and this policy prohibits “speed,” “grease,” or facilitation payments.

**4.2.3.** The term “**Improper Advantage**” covers almost any improper payment made in a business context, such as paying or giving Anything of Value to a Government Official or private individual or entity, directly or indirectly, in order to:

- Influence or prevent a governmental action, or any other action, such as the awarding of a contract, imposition of a penalty, a tax, or fine, or the cancellation of an existing contract or contractual obligation;
- Obtain a license, permit, or other authorization from a government entity or Government Official that the Company is not otherwise entitled to;
- Obtain confidential information about business opportunities, bids, or the activities of competitors;
- Influence the award of a contract;
- Influence the rate of taxes that would be levied on the Company’s business;
- Influence the termination of a contract that is disadvantageous to Eve Holding;
- Affect the nature of regulations or the application of regulatory provisions; or
- Secure any other Improper Advantage.

**4.2.4.** The term “**Third-Party Intermediary**” means any individual (not employed by Eve Holding) or entity engaged (formally or informally) by the Company to act for or on Eve Holding’s behalf, regardless of the name or title of the individual or entity.

This definition includes, but is not limited to, the following:

- Any individual or entity used for obtaining and/or retaining business, such as agents, advisors, consultants, subcontractors, sales representatives, and joint venture partners;
- Any individual or entity acting to secure a license, visa, permit, or other form of authorization from, or by intervening in a regulatory matter with, a Government Official;
- Any individual or entity used to represent the Company or its interests before a government, government entity, or state-owned or state-controlled company;
- Any individual or entity used to represent Eve Holding in tax or legal matters;

- Any individual or entity used to represent Eve Holding in the customs clearance process; or
- Any individual or entity used to represent Eve Holding before any client.

**4.2.5.** The term “Facilitating,” “Expediting,” or “Grease” Payment means:

- Any small or nominal payment made to a Government Official, typically to speed up and/or secure the performance of a non-discretionary “routine governmental action.” Such payments are prohibited by the Company (as discussed below in Section 6 of the Policy).
- By way of example, “routine governmental actions” may include the following:
  1. Obtaining permits, licenses, or other official documents to qualify a person or entity to do business in a foreign country;
  2. Processing governmental papers, such as visas and work orders;
  3. Providing police protection, mail pick-up and delivery, or scheduling inspections;
  4. Providing phone service, power and water supply, loading cargo, or protecting goods from deterioration; or
  5. Actions of a similar nature.

## **5. PROCEDURES**

### **5.1. GUIDELINES FOR PERMISSIBLE PAYMENTS**

This Policy permits Employees to provide modest gifts, meals, entertainment (collectively, “Hospitality”), travel benefits, or other things of value to Government Officials and private individuals, as long as the provision of such items is legal and directly related to:

- The promotion or demonstration of Eve Holding’s products and services; or
- The performance of a particular Eve Holding contract with a government or state-owned or state-operated entity.

Below are Eve Holding’s requirements under this Policy with respect to the circumstances by which certain things of value may be provided.

#### **5.1.1. GIFTS AND HOSPITALITY (INCLUDES MEALS AND ENTERTAINMENT)**

Eve Holding’s business decisions and those of its partners must be made objectively, without influence by gifts or favors. A small, reasonably priced gift or gesture of respect or gratitude may sometimes be an appropriate way for business people to display respect for each other.

Nevertheless, regardless of value, the giving or receipt of a gift, meal, entertainment, or other hospitality benefit must not be done with the intent to improperly influence a Government Official or any other party doing business with Eve Holding.

Gifts to Government Officials should only be given as goodwill gestures, and may never be provided for the purpose of obtaining or retaining business or securing an improper advantage. Any items provided to Government Officials should generally be limited to logo gifts (e.g., hats, t-shirts, or pens), and every effort should be made to ensure that the gift's symbolic value outweighs its monetary value. Gifts to be provided to a Government Official in excess of \$100 in value must be approved in advance by the Compliance Department. Given the Company's business, extra care should be taken when interacting with Government Officials who are responsible for licenses, permissions and approvals.

Under certain limited circumstances, Eve Holding allows for the provision of gifts, meals, entertainment, Eve Holding promotional items, and other items of nominal value, to Government Officials or any other party doing business with Eve Holding. Before providing any gift, meal, entertainment offering, or other hospitality benefit, please review the Code of Conduct and the detailed guidance provided in Eve Holding's applicable policies and procedures. Please direct any questions about gifts and hospitality to the Compliance Department.

#### Requirements for any Gift or Hospitality Benefit

- It is not made with the intent to influence the recipient in order to obtain or retain any improper business advantage for Eve Holding or any other individual or entity, or as an explicit or implicit exchange for favors or benefits, or for any other corrupt purpose;
- It is not given to a Government Official, commercial entity, or related individual when an Eve Holding contract or regulatory decision is pending with that official, entity, or individual;
- It does not include cash or a cash equivalent (e.g., gift cards, gift certificates, or vouchers);
- It is not lavish or extravagant – rather, it must be of reasonable or modest value (e.g., insignificant compared with average local salaries);
- It is provided (or received) on an infrequent basis – no more than four (4) times per 12-month period, with each individual gift, meal, entertainment offering, or other hospitality benefit counting as one (1) time for purposes of the frequency limitation;
- It does not include expenses for any of the recipient's spouses or other family members;
- It is provided openly and transparently;

- It is given in connection with the promotion, demonstration, or explanation of the Company's products or services;
- It is in accordance with the local laws and culture of the country in which you are operating;
- It is fully documented and supported by receipts and corresponding paperwork; and
- It is timely and accurately recorded in Eve Holding's books and records.

### **5.1.2. TRAVEL, EDUCATION, AND RELATED EXPENSES**

Under this Policy, things of value also include travel expenses, such as travel to inspect the Company's offices, facilities, or products or to a seminar or promotional event sponsored by the Company. The issue of travel expenses can raise complicated compliance questions. Paying for or reimbursing travel expenses with the intention or appearance of improperly influencing a third party in order to obtain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.

Eve Holding may receive requests to host Government Officials for training or other business-related reasons, either at Eve Holding facilities, or at training opportunities sponsored by outside vendors. Eve Holding may also be asked to host Government Officials at operational meetings, project meetings, or other events. A request to pay the travel expenses of any Government Official, within or outside his or her home country, must be carefully reviewed and approved in advance by the Compliance Department to ensure consistency with this Policy and the applicable laws of the official's country. Travel provided to Government Officials must also be accurately and fully documented in writing and reflected in the Company's books and records. Spouses and other family members of Government Officials may never be included in the travel. This Policy also prohibits payments of any expenses for Government Officials associated with layovers or side trips that do not have a direct business purpose.

Also, note that even where local laws may permit Eve Holding to pay a Government Official's expenses, there could be additional U.S., Brazil, U.K., or other legal requirements applicable to the handling, accounting, and reporting of such payments. These laws and regulations must be considered when planning Eve Holding-paid travel for any Government Official or private individual.

Before you provide any travel, education, or related expenses to Government Officials or private individuals, please review the additional guidance in the Code of Conduct and Eve Holding's applicable policies and procedures. Please direct any questions about these expenses to the Compliance Department.

### **5.1.3. DONATIONS AND SPONSORSHIPS**

Eve Holding supports making contributions to the communities, in which it does business, and permits reasonable donations to charities. Eve Holding must always take reasonable steps to verify that any such contribution is not an illegal payment to a Government Official in violation of this Policy and any applicable anti-corruption laws or regulations.



Charitable donations may raise anti-corruption issues and implicate anti-corruption laws, particularly where a donation is to a charity with which a Government Official is associated. Charitable donations should only be made to registered and well-respected charities, must not be made to gain or retain a business advantage or to improperly influence business decisions, and must be approved in advance by the Compliance Department. Any Eve Holding Employee making a request for a charitable donation must submit appropriate supporting documentation so that it can be accurately recorded in Eve Holding's books and records. For purposes of this section, charitable contributions include money, services, and Anything of Value.

Additionally, all sponsoring contributions (i.e., contributions in money or in kind towards an event organized by a third party in return for the opportunity to advertise) must be transparent, pursuant to a written agreement, for legitimate business purposes, and commensurate with the consideration offered by the event host.

Donations and sponsorships are permitted, as long as they adhere strictly to internal procedures, the Eve Holding Bylaws, and any applicable laws and regulations in force, and cannot be used as a means to improperly influence business decisions. Eve Holding must be certain that donations and sponsorships are not used to promote illegal payments, and must confirm through adequate due diligence that the recipient charity does not act as a conduit to fund illegal activities in violation of this Policy or of any applicable anti-corruption laws or regulations. Before you provide any donation or sponsorship, please review the additional guidance in the Code of Conduct. Please direct any questions about donations or sponsorships to the Compliance Department.

#### **5.1.4. PROMOTIONS AND MARKETING**

Eve Holding uses promotional and marketing activities as a means to conduct business. Marketing and promotional expenses involving public or private individuals may be allowed with appropriate approvals. If Government Officials or any other potential Eve Holding customers will be involved in the receipt of gifts, meals, entertainment, or expense reimbursement as part of a promotional activity, please observe this Policy and consult the Compliance Department for appropriate guidance.

Any approved expenses must be paid by Eve Holding directly to the provider, should be directly related to the promotion of Eve Holding or its products or services, and be properly documented and recorded.

#### **5.1.5. POLITICAL CONTRIBUTIONS**

This Policy prohibits Eve Holding from making any political contribution, including any such contribution to a political party or candidate for political office, for or on the Company's behalf, without the authorization of the Board of Directors in accordance with the Code of Conduct, this Policy, and all applicable laws and regulations.

This Policy is not intended, however, to prevent Employees from participating in the political process in their home countries (or where they may be located), or from making personal political contributions. However, should they wish to do so, Employees may not represent that their own

political contributions (or any related opinions or affiliations) are related in any way to Eve Holding.

Please direct any questions about political contributions to the Compliance Department.

## **5.2. CONFLICT OF INTEREST**

Conflicts of interest arise when a personal interest interferes or even appears to interfere, with the best interests of the Company. All Employees must avoid conflicts of interest and are expected to perform their duties conscientiously, honestly, and in accordance with the best interests of Eve Holding. Employees must not abuse their position, misuse confidential knowledge for personal or Third-Party Intermediary gain, or have any direct involvement in any business in conflict with Eve Holding's commercial interests, or that in anyway compromises their independence and impartiality.

Additional guidance on the question of conflicts of interest is provided in the Code of Conduct.

## **5.3. KICKBACKS**

Any kickbacks or other payments to a client or other commercial party to secure business, are prohibited by this Policy. Any kickbacks or other payments to a supplier or a Third-Party Intermediary to obtain a business advantage for the Company are prohibited by this Policy. This prohibition applies to kickbacks paid directly by the Company as well as to payments made indirectly, such as payments to customers or suppliers by members of the sales staff using funds paid to them as sales commissions.

## **5.4. MANDATORY DUE DILIGENCE FOR ENGAGING THIRD-PARTY INTERMEDIARIES AND OTHER BUSINESS PARTNERS**

Eve Holding can be held liable for the actions of associated persons, agents, suppliers, consultants, contractors, and other business partners with whom it conducts business – primarily Third-Party Intermediaries – particularly where a Third-Party Intermediary is performing services or otherwise conducting dealings, discussions, or negotiations for or on behalf of Eve Holding with public or private organizations (and/or their officials, officers, or other employees).

Under applicable law, Eve Holding may be held responsible for the actions of such Third-Party Intermediaries in giving or accepting bribes, for example, and/or failing to take sufficient steps as a Company to prevent Third-Party Intermediaries from participating in bribery or related conduct, whether or not Eve Holding was actually aware of the alleged improper conduct.

Therefore, an Eve Holding Employee must never ask a Third-Party Intermediary to engage in (or condone) any conduct that the employee is prohibited from engaging in himself or herself under this Policy. Also, an Employee must never turn a “blind eye” to suspected violations of this Policy by Third-Party Intermediaries or disregard otherwise suspect circumstances. Any actual or suspected inappropriate conduct must be promptly reported to the Compliance Department.

All Third-Party Intermediaries conducting business with, for, or on behalf of Eve Holding are required to act with the highest level of business, professional, and legal integrity. Any Eve

Holding employee seeking to establish a business relationship between Eve Holding and a Third-Party Intermediary must, prior to engaging the Third-Party Intermediary, carefully review and follow Eve Holding’s Business Partner Due Diligence Procedure.

While the amount of time and effort required for Third-Party Intermediary due diligence will depend on the number and complexity of the issues raised during the due diligence review and the particular country(ies) involved, the scope of a due diligence review should be sufficient to determine the compliance-related risks Eve Holding may face in conducting business with the prospective Third-Party Intermediary or other business partner.

Generally speaking, the due diligence review should determine, among other things: (i) whether or not an individual proposing to serve the Company in exchange for payment is a “Government Official”; (ii) whether or not an entity employs a “Government Official” or is a company in which a “Government Official” has an ownership interest or serves on the board of directors; (iii) whether the services the individual or entity is being put forward to perform are necessary to further an existing business initiative or contract; (iv) whether the individual or entity has the expertise, experience, and other qualifications to perform the necessary services in a legitimate fashion; and (v) whether or not the individual or entity is likely to engage in practices that could expose Eve Holding to liability.

Any issues or Red Flags (as discussed in Section 8) raised during the course of the due diligence review must be addressed to the satisfaction of the Compliance Department before formally entering into, or continuing, the relationship. If necessary, Eve Holding may engage the services of external vendors to research the ownership, expertise, experience, and other qualifications of the Third-Party Intermediary under consideration to perform under a proposed or existing agreement with Eve Holding.

Eve Holding’s due diligence efforts are conducted under the leadership of the Compliance Department in conjunction with the relevant rules, guidance, and process. If you have any questions about the need for due diligence or how to properly perform your role in the due diligence process, please consult the Compliance Department.

Eve Holding is committed to undertaking appropriate and reasonable due diligence on the reputation and integrity of any business in which it invests. Accordingly, due diligence shall be undertaken with respect to mergers, acquisitions, and joint ventures. Guidelines for appropriate due diligence with respect to these affiliations can be found in the Company’s applicable policies and procedures.

Finally, Eve Holding requires written agreements for all engagements with Third-Party Intermediaries and other business partners. In certain limited circumstances involving the acquisition of goods or services from a supplier, the written agreement may be in the form of a purchase order, which will include appropriate anti-corruption covenants.

## **6. FACILITATING PAYMENTS**

The use of facilitating payments (as defined in Section 4.2.5), may be considered a customary way of doing business in some countries. It is, however, important to understand that such payments are prohibited by the anti-bribery laws of many countries, including Brazil and the U.K. (under

the UKBA). Additionally, clients whose projects Eve Holding may be supporting might prohibit such payments. Furthermore, facilitating payments are generally illegal under the local laws of most countries worldwide. Based on the above, this Policy prohibits Employees or Third-Party Intermediaries from making facilitating payments on the Company's behalf.

## **7. BOOKS AND RECORDS, ACCOUNTING, AND PAYMENT PRACTICES**

In compliance with applicable laws, it is Eve Holding's policy to maintain at all times accurate and reasonably detailed books and records that reflect Eve Holding's transactions. Compliance with this policy is regularly audited and subject to the Company's internal controls procedures. In reference to this instruction, the records of all payments made or received must accurately and properly reflect the transaction. Moreover, the Company prohibits secret, unrecorded, or unreported transactions.

To ensure compliance with this Policy and relevant, applicable laws, it is essential that all Eve Holding business and financial records fairly and accurately reflect each transaction involving company business and/or the disposition of company assets. All expenses must be accurately accounted for, include appropriate supporting documentation, and be promptly entered into company records before they are reimbursed.

This includes, for example, the accurate identification (in expense reports and related business and financial records) of all payments to Third-Party Intermediaries acting for or on Eve Holding's behalf, as well as all charitable donations, gifts, meals, entertainment, or other hospitality involving Government Officials or private individuals or entities.

It is a violation of this Policy for any Employee or any Third-Party Intermediary to condone or knowingly disguise, falsify, or request reimbursement for any expense that does not meet the requirements of the Code of Conduct and this Policy.

## **8. RED FLAGS**

While each proposed business transaction, engagement, or related payment must be evaluated on its specific facts, particular attention must be given to bribery and corruption-related "**Red Flags.**" Red Flags will be deemed to exist whenever some fact or circumstance suggests that the particular transaction, relationship, or engagement involves a likely risk of bribery and/or corruption.

When a Red Flag is identified, careful consideration must be given to the steps that should be taken to mitigate or eliminate the bribery or corruption risk the particular relationship may present, including possible termination of the relationship.

The following are examples that may suggest non-compliance with this Policy, or represent common areas of corruption-related compliance risks. If you become aware of the existence of any of these circumstances, or are suspicious in any way relating to such circumstances, you should promptly inform the Compliance Department or report the concern through the Eve Holding Helpline (see Section 11).

Please Note: This list is not exhaustive.

- Transactions involving a country known for corrupt payments;
- Payments offered or made in cash or other untraceable funds;
- Extravagant or lavish gifts or hospitality involving a Government Official;
- Offshore payments or payments made to countries traditionally known as tax havens;
- Inadequately documented payments or expenses;
- Employee or Third-Party Intermediary requests that a transaction is structured in a manner to disguise material facts or to evade local laws;
- Third-Party Intermediary requests payment in a country other than the country in which it has its registered headquarters or senior management offices, or in which it has a permanent establishment directly involved in the performance of the business for which it was retained;
- Third-Party Intermediary is not qualified or lacks the necessary experience and resources to perform the functions for which the Third-Party Intermediary has been hired or retained;
- Third-Party Intermediary was recently created or otherwise lacks any historical information;
- Third-Party Intermediary refuses to certify to anti-corruption compliance, or objects to anti-corruption representations, warranties, covenants, audit rights, and related language in agreements with Eve Holding;
- Third-Party Intermediary with current or previous cases of corruption or other legal violations;
- Third-Party Intermediary with questionable or duplicated responsibilities;
- Third-Party Intermediaries recommended by a Government Official or commercial counterparty;
- Third-Party Intermediaries who have a personal family or business relationship with a Government Official or commercial counterparty;
- Third-Party Intermediaries requesting unusual contract terms or payment arrangements that raise concerns under the U.S., Brazil, U.K., and/or other local law (including anti-money laundering laws), such as payment in cash, payment in another country's currency, payment to a third party that is not connected in any way to the business transaction, payment prior to a purchase agreement being finalized (or any other form of advance payment), or unusual commissions or mid-stream compensation payments;

- Third-Party Intermediaries who expressed a desire to keep their representation of the Company or the terms of their retention secret; or
- Third-Party Intermediary's commissions or fees exceed the customary rate for similar services in the geographic area, or unreasonably exceed rates paid by Eve Holding for similar services elsewhere.

## **9. OTHER ISSUES RELATED TO THIS POLICY AND ANTI-CORRUPTION COMPLIANCE**

### **9.1. SANCTIONS**

Eve Holding and/or its Employees can be investigated by government regulators in different jurisdictions and, depending on the circumstances, prosecuted administratively, under civil law, or under criminal law. This can result in severe fines and penalties, debarment, and/or imprisonment if the Company and/or its Employees are found to be in violation of applicable anti-corruption and anti-bribery laws and/or regulations.

Any Employee found to be in violation of this Policy will be subject to disciplinary action, which may include termination of employment in accordance with applicable laws and Company policies.

Agents, consultants, and other Third-Party Intermediaries working for Eve Holding found to be in violation of this Policy may be subject to termination of the business relationship, as well as any other legal and remedial actions available to Eve Holding under applicable law.

### **9.2. REPORTING CONCERNS**

It is the responsibility of all Employees to ensure compliance with this Policy. If you have any questions or concerns about past or proposed actions by anyone at Eve Holding (or any Third-Party Intermediary working with the Company in any capacity) that could violate this Policy or applicable law, please promptly contact the Eve Holding Compliance Department (see *infra* Section 11). Any such reporting will be treated as confidential to the extent permitted by law.

### **9.3. NO RETALIATION**

As stated in the Code of Conduct, regardless of the type of alleged misconduct reported, or the method of reporting, Eve Holding will not tolerate retaliation or retribution against anyone who makes a good faith report of an alleged violation of the Code of Conduct, this Policy, other applicable policies, or applicable laws and regulations, regardless of the results of the Company's investigation of the allegation(s).

### **9.4. TRAINING**

Periodic training on the Eve Holding anti-corruption program will occur on a schedule determined annually by the General Counsel and Chief Compliance Officer. This training will, at a minimum, include senior management and Employees whose responsibilities require them to interact with Government Officials, as well as employees in Accounting, Sales, Internal Audit, Internal

Controls and Risk, Legal, Marketing, Compliance, and Procurement, and Third-Party Intermediaries, as necessary and appropriate.

#### **9.5. CERTIFICATION**

All Employees who are determined by the General Counsel and Chief Compliance Officer to require mandatory anti-corruption training must, as part of successfully completing this training, certify, in writing:

- That they have received, understand, and will comply with Eve Holding’s policies and procedures relating to anti-corruption compliance;
- That they have acted in compliance with and will continue to act in compliance with such policies and procedures; and
- That they will promptly report any allegations, violations, or compliance-related concerns of which they become aware.

#### **9.6. ANTI-CORRUPTION PROGRAM REVIEW**

The General Counsel and Chief Compliance Officer (or designee) in conjunction with the Director of Internal Controls and the Director of Internal Audit will periodically assess the effectiveness of the anti-corruption compliance program and report their findings to the Eve Holding Co-Chief Executive Officers and the Audit Committee of the Board of Directors.

#### **9.7. DOCUMENT AND MAINTAIN**

The General Counsel and Chief Compliance Officer (or designee) shall regularly document Eve Holding’s anti-bribery compliance efforts in order to demonstrate that the Company disseminated, implemented, and enforced its anti-corruption compliance program, as expected by regulators in the U.S., Brazil, the U.K., and other countries in which the Company operates. Records of educational materials, attendance at training sessions, certifications of compliance, due diligence efforts, suspicious activity reports, and compliance reviews shall be maintained on a regular basis.

### **10. PUBLICITY**

The Compliance Department is responsible for ensuring that all directors, officers, and employees are aware of this Policy.

### **11. ASKING QUESTIONS AND REPORTING INCIDENTS OR CONCERNS**

Eve Holding’s Employees are encouraged to ask questions regarding this Policy. Any question or uncertainty about a specific situation relating in any way to this Policy (or related policies or procedures) should be addressed to the Compliance Department before taking action. Employees must promptly report any bribe, solicitation, or offer of an improper payment or advantage. Any such reporting will be treated as confidential to the extent permitted by law.

You may ask questions or make a report to Eve Holding's Compliance Department at: [compliance.eve@eveairmobility.com](mailto:compliance.eve@eveairmobility.com). You can also contact Eve Holding's confidential Helpline by telephone at 1 877-900-8779 (United States) or 0800-721-5968 (Brazil) or online at [www.embraerhelpline.com](http://www.embraerhelpline.com) for additional assistance or further information about reporting.

## **12. IMPLEMENTATION**

This Policy and its associated procedures describe the rules and guidelines of Eve Holding's Global Anti-Corruption Policy and Anti-Corruption Compliance Program. For any questions regarding the proper interpretation of this Policy, please consult the Compliance Department.

## **13. POLICY OWNERSHIP**

Eve Holding's Compliance Department owns this Policy and is responsible for maintaining, managing, and administering it consistent with Company policy. This Policy is subject to amendment, as the Compliance Department deems necessary and appropriate, based on changes in applicable Eve Holding policy or relevant laws and regulations.



**Exhibit A**

**EVE HOLDING, INC.**

**GLOBAL ANTI-CORRUPTION POLICY**

**Acknowledgement of Receipt**

I, \_\_\_\_\_, hereby certify that I have read and understand the Global Anti-Corruption Policy of Eve Holding, Inc. (the “**Company**”). I agree to comply with this policy and to take no action that may cause the Company to be in violation of the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, Brazilian anti-corruption laws, or any other applicable anti-corruption laws. I hereby further certify that I have not made, caused, assisted in, or become aware of any offer, promise, provision or authorization of provision of anything of value, either directly or indirectly, to any person, entity or government official or entity for the purpose of obtaining or retaining business or securing any improper business advantage.

Signature:

Date:

Name:

Title:

If external to the Company, please provide your company name: \_\_\_\_\_ .