



CODE OF ETHICS & CONDUCT

Eve Holding, Inc

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Contents

- 1. Introduction..... 3**
- 2. Values and Pillars of Eve Culture..... 3**
 - 2.1. Ethics and integrity are in everything we do 3**
 - 2.1.1. Eve’s Ethics and Compliance Program 3**
 - 2.1.2. Compliance with laws, standards, and regulations 4**
 - 2.1.3. Relationship with business partners and third parties 4**
 - 2.2. Always be human-friendly 5**
 - 2.2.1. Reference to the principles of the UN Global Compact..... 5**
 - 2.2.2. Enjoy the ride 5**
 - 2.2.3. Pride in our achievements 6**
 - 2.2.4. Workplace Environments..... 6**
 - 2.2.5. Encouraging Equal Opportunities and Respect 6**
 - 2.2.6. Company assets, resources, information, corporate opportunities and competition 6**
 - 2.2.7. Safety Above All 7**
 - 2.3. Invention drives us 7**
 - 2.4. Global performance is our frontier 8**
 - 2.4.1. Global performance..... 8**
 - 2.4.2. Competition and Fair Dealing 8**
 - 2.5. Sustainability leads the way..... 8**
 - 2.5.1. Relationships with the community and the environment..... 8**
- 3. Code Supervision 9**
- 4. Glossary 10**





1. Introduction

The Eve Holding, Inc. (“Company” or “Eve”) Code of Ethics and Conduct (“Code”) reflects our commitment to achieving our business objectives in an ethical and transparent manner, developing internal and external relationships that are based on integrity, respect for the environment, and contributing to the well-being of the communities in which we operate.

This Code is based on Eve's Corporate Values, the Eve's Cultural Pillars, Eve's Ethics and Compliance Principles, and best practices for corporate governance and accounting. It is intended to meet the standards of a code of ethics under the Sarbanes-Oxley Act of 2002, as amended and the standards of a code of business conduct and ethics under the listing standards of the New York Stock Exchange (“NYSE”). The fundamental premise behind our organization involves compliance with laws and regulations applicable to the Company's operations, which must be adhered to by all members of the Company.

Eve's consistent reputation and credibility are built by our people through their day-to-day acts and behaviors.

Associates must comply with the principles set forth in this Code. Business in which Eve has majority control must adopt the principles of this Code and those in which Eve has minority ownership must be encouraged to do so.

We appreciate the dedication and level of commitment our people demonstrate in developing a complete understanding of and complying with this Code, as well as in protecting the integrity of the Company.

2. Values and Pillars of Eve Culture

More than an innovative project, we believe that Eve is the beginning of a new, more sustainable and efficient reality.

With a great focus on our strategy and people, we reimagine mobility to enable what really matters: human connections. For this, we have a qualified team that combines highly-specialized knowledge, engaging an inclusive environment and state-of-the-art technology.

Our culture is supported by values that make up our DNA and are the fundamental principles that we live by, driving our day-to-day decisions. Thus, they are consistently embedded across each employee's journey

2.1. Ethics and integrity are in everything we do

From the simplest activity to the greatest achievements, we follow rules and question things whenever necessary, consistently seeking out what is right and best for society, the Company, and our people; taking action to ensure that we are all able to speak and listen with openness and honesty.

2.1.1. Eve's Ethics and Compliance Program

Eve seeks to guarantee the highest level of ethics and integrity in its activities. Eve has established an Ethics and Compliance Program based on fundamental elements like the maintenance of an organizational structure that is able to demonstrate accountability through leadership, consistent risk management, implementation of appropriate internal control policies, procedures and standards, training



and communication, as well as auditing and reporting channels used to monitor, assess, and investigate potential misconduct or established procedures, promoting a culture of ethics and integrity across all Eve business units.

More information:

[Eve's Global Anti-Corruption Policy](#)

[Enterprise Risk Management Policy](#)

2.1.2. Compliance with laws, standards, and regulations

Eve is firmly committed to complying with all laws, standards, and regulations applicable to its activities, including anti-corruption laws, requirements established under legislation for the prevention of money laundering and the financing of terrorism, foreign trade laws and regulations related to import and export processes for products, services, technology, information and financial operations, observing all applicable restrictions, economic sanctions and trade embargoes, as well as antitrust laws and regulations in place in all countries in which it does business.

More information:

[Eve's Global Anti-Corruption Policy](#)

[Insider Trading Policy](#)

2.1.3. Relationship with business partners and third parties

Conflicts of interest

A conflict of interest occurs whenever an Associate's or his/her family member's interests take precedence over Eve's own interests in some manner, for individual benefit or that of third parties. Loans to, or guarantees of obligations of, such persons are of special concern. Situations that may create, or appear to create, a conflict between personal interests and those of the Company must be avoided. Associates owe a duty to Eve to advance its legitimate interests whenever possible.

More information:

[Eve's Related Person Transactions Policy](#)

Gifts, Loans and hospitality

Gifts, meals, entertainment, travel benefits or any Item of Value to public officials, government entities, private individuals, or legal entities must be offered in adherence to guidelines and limits stipulated by Eve and never designed to influence decisions or obtain undue advantages.

Eve's Associates and any member of his or her immediate family should not knowingly accept loans of any amount from any persons or entities having or seeking business with Eve (a loan from a financial institution at market interest rates prevailing at the time of borrowing is, however, permissible).

Donations and sponsorships

As part of efforts related to corporate responsibility, Eve may donate products or financial resources and carry out sponsorships in accordance with stipulated guidelines and limits.

Political contributions

Eve does not participate in political campaigns nor make contributions to political parties or candidates for political office. The Company and members of its Management or the Board of Directors are therefore prohibited from carrying out donations or contributions of this nature.



Improper or illegal payments

Eve's Associates are prohibited from authorizing or making any improper or illegal payments, whether directly or indirectly, in order to obtain business advantages. The hiring of persons to represent or act on Eve's behalf must comply with the guidelines and procedures established by the Company for selection, due diligence, risk analysis, necessary internal approvals, and monitoring of activities.

Integrity in purchasing and selling processes

At Eve, purchasing processes are based on integrity and equality of competition in order to guarantee the highest possible level quality and cost-benefit during the supply of materials and services. Any form of corruption in such processes is not tolerated. Suppliers are expected to commit themselves to adhering to Eve's policies and procedures, including this Code.

In a similar manner, during sales processes, including those involving government entities, Eve complies with all applicable laws, standards, and procedures, acting with the highest level of integrity, ethics and transparency.

Privacy

When working with people, Eve may receive, send or manage private information for legitimate business purposes. Within this context, the Company complies with contractual commitments and with the laws and regulations in the countries in which it operates with regards to the protection and confidentiality of such information.

For More information:

[Privacy and Personal Data Protection Governance](#)

[Eve's Global Anti-Corruption Policy](#)

2.2. Always be human-friendly

We are developing solutions that improve the quality of life, deliver positive impact to our society and expand accessibility. For us: Eve's customers and communities must be at the center of everything we do.

Happy, competent, and accomplished people that feel valued and respected and are committed to what they do, take ownership of the Company's results. People who work as a team and act with integrity, coherence, respect and mutual trust. For these purposes, we offer a fair and equitable workplace environment. When we truly collaborate, we are able to build a sense of community and belonging. We must therefore encourage recognition among everyone, to activate the potential inside each one of us and evoke a sense of pride.

2.2.1. Reference to the principles of the UN Global Compact

Embraer, Eve's controlling shareholder, has been a formal signatory to the United Nations Global Compact since 2008.

In this context, Eve's is guided by internationally recognized human rights and labor standards, taking as reference the principles of the United Nations Global Compact

For More information: <https://unglobalcompact.org/>

2.2.2. Enjoy the ride

We deliver tangible results, and celebrate our achievements, with a true team spirit. After all, it's not only about the destination, but also about providing a spectacular journey.



2.2.3. Pride in our achievements

We are driven by high performance and consistent results, which we achieve with focus, accountability and a strong sense of ownership. We build trust by being transparent, reaching our goals and exceeding expectations. We are proud of our team's results.

2.2.4. Workplace Environments

Eve does not tolerate any form of forced, compulsory, or child labor, nor discrimination of any kind, workplace harassment, including sexual harassment, sexual abuse, protectionism, conflicts of interest, or any disrespectful or abusive behavior that contributes to fostering a hostile work environment in any way.

At Eve, people are treated with respect and dignity and given opportunities for professional growth.

Eve promotes a safe and healthy work environment and adopts measures necessary to protect its Associates from the risks inherent to the workplace. At Eve, it is recommended that all Associates report any concerns involving safety rules and report violations of such rules or corresponding incidents, according to Section 3 of this Code.

2.2.5. Encouraging Equal Opportunities and Respect

Eve is committed to fostering an inclusive work environment. Eve seeks to stimulate the same attitude among suppliers, business partners, and customers, always respecting specific cultural and regional characteristics in the areas in which it operates. Additionally, Eve promotes respectful relationships, both internally and externally, where all individuals feel valued.

Hiring at Eve is based on individual qualifications directly related to the Company's professional skills and objectives, and the respective job vacancy. Discrimination of any kind is prohibited. We also make all reasonable accommodations to protect the rights of persons with legally protected disabilities.

Notwithstanding any position herein, this policy will be enforced at all times in accordance with applicable state and local law.

2.2.6. Company assets, resources, information, corporate opportunities and competition

Eve's assets, resources, and information must be protected, used for the Company's benefit, and never for the Associates' personal interests or gain. Associates are prohibited from taking for themselves personal opportunities that are discovered through their position with Eve, or using the property, resources or information of Eve in connection with such opportunities, and from otherwise competing with Eve.

The disclosure of information of the Company and third parties with which we do business, including customer's and supplier's information, that is not publicly available is prohibited, except when disclosure is authorized or legally mandated.

Information of any nature must be previously classified, in accordance with the pre-determined criteria established by the Company.



Internet, email and social media

Internet and email platforms are made available by Eve for workplace communication. Computers and servers, including emails sent or received, are the property of Eve. Social media on behalf of Eve may only be used by authorized persons to publish information regarding Eve in accordance with internal guidelines and procedures.

Accounting books and records

Eve seeks to adhere to all laws and accounting standards applicable to its ledgers, accounting records and financial statements, undertaking to record all financial transactions with accuracy and reliability.

Disclosure of information and securities trading

Eve's Associates must act in accordance with the principles of transparency and truthfulness in order to ensure shareholders, investors, government bodies, and members of the general public receive the information necessary for making decisions. Eve's policy is to make full, fair, accurate, timely and understandable disclosure in compliance with applicable laws and regulations in all reports and documents that Eve files with, or submits to, the SEC and in other public communications. Additionally, Associates must comply with established rules and procedures when trading securities issued by Eve.

- buy or sell Eve securities or otherwise take an action to take personal advantage; or
- provide the information to any outside party, including family and friends.

For More information:

[Regulation FD Policy](#) [Insider Trading Policy](#)

2.2.7. Safety Above All

The best mobility experience is a safe experience. We put safety first in everything we do, starting with our people and extending to our products, services and solutions, our customers and future passengers. We are committed to sharing and reinforcing this mindset outside of Eve.

Eve remains committed to the well-being of our employees and our customers. Therefore, whatever the situation, one thing must never change: Safety First. Quality Always.

For more information:

[Environmental, Health and Safety Policy](#)

[Quality Policy](#)

2.3. Invention drives us

We are powered by curiosity and responsibility, and we continuously seek solutions that generate value for our business and the market.

We continuously seek to establish a technological vanguard; we are an organization that is continuously learning and has a unique capacity for innovation, the transformation of internal realities, and influence on the markets in which we operate.



We maintain a strategic vision and have the ability to overcome challenges through a high level of creativity and courage.

2.4. Global performance is our frontier

2.4.1. Global performance

Eve thinks and maintains a presence on a global level while acting locally. Global presence and mindset, acting locally to leverage competitiveness, using the best of each location. We see these characteristics as levers towards competitiveness, using the best available tools in each area, through the vision of a world without borders, and valuing the plurality of cultures and people.

2.4.2. Competition and Fair Dealing

The antitrust laws worldwide are intended to promote vigorous competition in a free market. It is in Eve's best interest to promote free and open competition. Eve makes its own business decisions, free from understandings or agreements with competitors that restrict competition. While it is beyond the scope of this Code to explain the antitrust laws in detail, Eve considers compliance with these laws vitally important.

Eve's Associates shall at all times deal honestly, ethically and fairly with Eve's suppliers, customers, service providers, competitors and other colleagues. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

2.5. Sustainability leads the way

We are driven by an environmental, social, and governance-inspired mindset in order to fulfill our commitment to offer a more sustainable future. We strive to be an industry standard for inclusion and to create solutions that represent the needs of our customers.

2.5.1. Relationships with the community and the environment

As part of its sustainability process, Eve makes every effort to positively impact the communities in which it maintains a presence, through educational, social, cultural, and environmental projects that encourage and place value on inclusion.

Eve is conscious of the environmental challenges in its industry and is committed to adopting continuous improvement processes, and investing in new technologies that reduce potential impacts on the environment, and requiring the same commitment from its suppliers, providers and business partners.

For More information:

[Eve's Environmental, Health and Safety Policy](#)



3. Code Supervision

The Board of Directors, is responsible for overseeing compliance with this Code. Waivers of or exceptions to this Code will be granted only in rare circumstances. Any waiver of this Code for a director or executive officer, or any amendment of this Code, may only be made by Eve's Board of Directors or the appropriate committee of the Board of Directors and will be promptly disclosed in accordance with applicable laws, rules and regulations.

Reporting violations

All Eve Associates must report any concerns regarding potential violations of the principles and values described in this Code.

Eve makes a variety of channels available for reporting concerns or violations of this Code.

Any individual may report a concern or violation through the Helpline, a confidential channel that allows anyone to report or seek out support for concerns involving ethical conduct and potential violations of Eve's policies and procedures, this Code, or any laws or regulations.

The Helpline is used to receive complaints and ensures that the identity of whistleblowers remains confidential and anonymous, as permitted by the applicable local law.

The Helpline is also monitored and presents data/statistics and information regarding progress made in addressing complaints to Eve's Audit Committee.

Eve does not tolerate any form of retaliation against any person who, in good faith, reports concerns through the channels made available by the Company.

Additionally, all reported issues, concerns or violations directed towards the Helpline channel will be processed in a confidential manner while maintaining the anonymity of whistleblowers, as permitted by the applicable local law.

In addition to its Helpline, Eve makes the following channels available for reporting concerns or violations of this Code:

Leaders or managers, in cases involving employees;

- The Compliance department or the designated Compliance representative throughout various areas of the Company;
- Internal Audit;
- The Human Resources department; or
- The Legal department.

For More information:

[Eve's Global Anti-Corruption Policy](#)

Violations of this Code

In accordance with applicable laws and the severity of the violation in question, individuals are subject to the following educational or disciplinary measures in cases involving a violation of the principles and values established under this Code:

Training
Warnings



Suspension
Termination of employment
Other necessary measures

How can I report a concern?

By phone:

Brazil: 0800-721-5968

Portugal: 800-180-118

China: 400-120-4946

Singapore: 800-492-2715

United States: 1-877-900-8779

France: 0805-080608

The Netherlands: 0-800-022-7230

Via the Internet

This channel should only be used to report concerns related to ethical conduct and compliance with Eve's internal policies and procedures.

<https://canalconfidencial.com.br/embraerhelpline/>

If additional information is required, please contact Eve's Compliance department at:
Compliance.Eve@eveairmobility.com

OBS: The laws in place in certain countries do not allow for anonymous reporting, a situation of which Eve will inform anonymous whistleblowers.

Legally Protected Communications

Nothing in this Code shall be construed so as to restrict or interfere with an employee's rights or ability to: communicate, without notice to or approval by Eve, with any government agencies as provided for, protected under or warranted by applicable law; participate in any investigation or proceeding that may be conducted by any government agency, including providing documents or other information, without notice to Eve; or receive an award from any government agency for information provided to any such government agency.

4. Glossary

Government Authority

Any administrator or employee, whether appointed or elected, that is part of a municipal, state, regional, federal or multinational government, or any government department, body, or ministry;

Any manager or employee of a public international organization such as the United Nations or World Bank;

Any natural person maintaining a position of authority for, or on behalf of, a regulatory agency, department, public prosecutor's office or public international organization;

A political party, official from a political party, or any candidate for political office;



Any manager or employee from a government-owned or government controlled company, as well as utility companies (such as ports and airports, electricity distributors, power generating entities, water and sewage companies or power plants); or

Any member of a royal family (note that such persons may not have formal authority, but may in another manner exert influence in favor of Eve's business interests, either due to the fact that they hold partial ownership of public or government-controlled companies, or since they manage them in some manner).

Eve's Associates

Every Eve employee, officer, member of the Board of Directors, supplier, business partner, contractor and other third party representing the Company.

Anti-corruption Laws

Established anti-corruption laws are considered to include, without limitation, the U.S. Foreign Corrupt Practices Act (FCPA), the Brazilian Clean Companies Act or Anti-Corruption Act No. 12.846/2013 and the U.K. Bribery Act and

Item of Value

This term is broad in scope and may include any item of monetary value, including, without limitation, the following:

- Cash or cash equivalent (including gift cards);
- Benefits and favors (such as special access to any government body);
- Provision of services that would otherwise have to be paid for or purchased;
- Medical, education or living expenses;
- Employment or consulting opportunities;
- Charitable donations;
- Political contributions;
- Contracts or other business opportunities granted to a company over which a Public Official has ownership or maintains some form of legal right;
- Gifts; or
- Expenses related to travel, meals, accommodation, shopping or entertainment.