



ANTI-CORRUPTION POLICY

1. OBJECTIVE

Empresas Randon conducts its businesses in accordance with the ethical and moral standards set forth in its Code of Ethical Conduct, and does not tolerate any form of corruption or bribery. This policy confirms our commitment to good conduct and anti-corruption practices.

This anti-corruption policy is part of the Integrity Program (Randon ID) of Empresas Randon, and deals specifically with corruption or harmful actions involving public bodies. However, the concept applies to corruption involving any entity, whether public or private. The distinction is only made because provisions have been enacted into law, which makes specific reference to public bodies and officials.

2. APPLICATION

This anti-corruption policy applies to anyone who is, directly or indirectly, connected to Empresas Randon, its managers or staff, and it supplements, but does not replace, our Code of Ethical Conduct.

Note: The anti-corruption legislation of the respective countries that Empresas Randon operates in must also be observed, in particular the FCPA - Foreign Corrupt Practices Act (American anti-corruption law) and the UK Bribery Act (UK bribery law).

3. REFERENCES

- The Empresas Randon Code of Ethical Conduct
- Law No. 12846/2013.
- Decree No. 8420/2015.

4. DEFINITIONS

The following terms have been defined for the purpose of this policy, to ensure they are applied appropriately:

Public Administration: This includes the direct and indirect administration of the Federal Government, the states, the Federal District and the municipalities. It also covers private entities that are under public control or any foundations that have been established or are maintained by it.

Foreign Public Administration: the state-run bodies and entities or diplomatic representatives of any foreign government, of any level or sphere, as well as legal entities directly or indirectly controlled by a foreign country's public authorities.

Public Official: Any individual who has any form of connection, such as a mandate, position, job or function for a municipality, state, federal body or for any publicly-owned or government-controlled company (foundation, agency etc.), whether temporary, unremunerated, elected, nominated, appointed or contracted.

Compliance: This means acting in accordance with the rules imposed by the legislation and regulations applicable to the business, the Code of Ethical Conduct of Empresas Randon, as well as its policies and other corporate guidance.

Corruption: The act or effect of bribing one or more persons for their own interest or that of others, usually by offering money, but also gifts, entertainment or any benefit that causes someone to depart from, act or cease to act in accordance with the law, morals and what is considered to be socially acceptable. Corruption can be active: (i) when an individual acts against the Public Administration by offering or promising an undue advantage to a Public Official, so that they act, fail to act or delay acting in their official capacity; and, (ii) passive: when a Public Official acts against the public administration by requesting or receiving an undue advantage, or accepts a promise of such an advantage, directly or indirectly, for themselves or for others, even if they do not hold the position, before taking up the position, or because of it.

Valuables: This means money, gifts, gift certificates, travel, entertainment, job offers, meals or work, sponsorship of events, study grants, support for research or charitable contributions, that benefit the Public Official, their family or any intermediary, person or entity.

Empresas Randon: This relates to Empresas Randon, Randon S/A Implementos e Participações, its subsidiaries and affiliates, whether direct or indirect.

Money Laundering: Financial practices designed to conceal or obscure the illicit origin of certain financial resources or assets, so that these assets appear to be of lawful origin or to, at least, make it difficult to demonstrate or prove they are illegal in origin.

Who this covers: All employees and similar (staff, trainees, and apprentices), executives (directors and officers) and auditors (audit committee members) of Empresas Randon, and third parties, whether individuals or entities, for profit or non-profit. This includes, but is not limited to, suppliers, distributors, consultants, business partners, subcontractors, transporters, service providers, and anyone who deals with the government or other Public Officials on behalf of Empresas Randon.

Bribe: This is the means by which Corruption takes place. It is the act of promising, offering or paying a Public Official or private sector worker, any amount of money or other benefit, so that the person ceases to behave ethically in relation to their duties.

5. GUIDELINES

Undue Advantage

It is forbidden to offer any undue advantage to a public official, domestic or foreign, as this will cause seriously damage to the Company, subjecting it, as well as the manager and the employee involved in such a practice, to lawsuits, serious civil and criminal penalties and sanctions. We emphasize that people covered by this policy are prohibited from offering, promising, making, authorizing or providing (directly or indirectly through third parties) any improper advantage, payment, or transferring things of value to public officials.

It is forbidden to offer any special benefit or show any favoritism to public officials. Even when they are clients of Empresas Randon, this could be considered an undue advantage under the anti-corruption law.

When meetings with domestic or foreign public officials are held, whatever the subject matter, the event must be recorded in the 'meetings with public officials' register or the minutes must be recorded to ensure transparency.

Gifts

Giving, promising or offering gifts to a domestic or foreign public official in exchange for inappropriate favorable treatment is strictly forbidden, whatever the benefit to Empresas Randon.

Freely distributed gifts (of a corporate nature) can be provided on the following basis:

- a) Gifts must be given out in small quantities;
- b) You should avoid giving several gifts to a single individual.

Meals, Travel and Entertainment

Paying, promising to or offering to pay entertainment expenses, such as sports events or concerts, to a domestic or foreign public official is strictly forbidden. The payment and provision of meals must be limited to the amounts set out in Empresas Randon's internal policies and you should avoid offering regular meals to a public official, as this could be viewed as inappropriate.

Paying, promising or offering to pay a domestic or foreign public official for travel and hospitality is strictly forbidden, as is any contribution towards the cost. People covered by this policy should not provide any form of money to a public official to book travel.

Donations and Sponsorships

No donations may be made in exchange for a favor or undue advantage, or to influence the decision of a public official or government authority, directly or indirectly, even if the entity is a charity.

Empresas Randon does not make contributions or donations to political activities, political parties or individuals and companies connected to them.

You must be careful about sponsoring particular events by domestic or foreign public administrations, as this can be used as a channel for illegal payments or corruption. This type of sponsorship must be approved by the Board of Directors.

Public Tenders

When Empresas Randon is engaged in a public tender or procurement exercise, including concessions or public-private partnerships, any of the following conduct is forbidden:

- (a) Defrauding or frustrating, through collusion or any other means, the competitive nature of the public tendering process;
- (b) Impeding, disrupting or defrauding the conduct of any part of the public tendering procedure;
- (c) Omitting or try to omit a bidder, through fraud or the offer of an advantage of any kind;
- (d) Defrauding the public tender process or the resulting procurement;
- (e) Creating a legal entity to take part in a public tender or be part of an administrative agreement, fraudulently or inappropriately;
- (f) Fraudulently obtaining an undue advantage or benefit, from amendments or extensions of contracts entered into with the Public Administration or from the respective contracts; or,
- (g) Manipulating or defrauding the economic or financial balance of contracts entered into with the public administration.

Money Laundering

Empresas Randon does not tolerate anything related to money laundering.

Acquisitions and Mergers

Empresas Randon has to conduct a due diligence process when involved in acquisitions, mergers or any other type of corporate association. This investigates whether there has been any historical corruption or any other form of illegal or unethical conduct, and assesses the risks to the business and the internal controls and integrity measures in the target business.

Accounting records.

Empresas Randon has to maintain its books, records and ledger accounts, accurately and correctly, so that they reflect all activities and financial transactions, as well as the asset position. The use of false documents, the making of inappropriate or fraudulent book entries, and any other accounting procedure or artifice that may conceal or obscure illegal payments is prohibited.

Inspection by Government Bodies

Empresas Randon maintains an ethical and transparent relationship with government bodies, regulators and supervisory agencies. It is strictly forbidden to obstruct investigations or inspections by public bodies, entities or agencies, or interfere in their work, including that of the Brazilian financial system's regulatory agencies and inspectors.

6. PENALTIES

Any employee caught in violation of this Policy will be subject to disciplinary measures. This may include dismissal, in accordance with the applicable laws and the Company's internal policies.

Officials, representatives, suppliers, consultants and other Business Partners or Third Parties who work for Empresas Randon and who are caught in violation of this Policy will have their business relationship terminated, and the Company will use any other remedial or legal measures available, in accordance with applicable law.

7. WHISTLEBLOWING AND QUESTIONS

If you have a query, ask your immediate manager or contact our Ethics Channel. If you suspect or are aware of any activity that violates the guidance in this Policy, report it to our Ethics Channel. This communication channel ensures that your call is confidential.

You can access the Ethics Channel via the number 0800 777 07 68 or the website www.canaldeetica.com.br/empresasrandon.

Questions should be sent by email to compliance@empresasrandon.com.br.

8. DOCUMENT CONTROL

This Policy was approved by the Board of Directors on Nov 07, 2017, and has been effective since November 2017.

Responsibilities for this document:

Author

Risk Management And Compliance

Review

The President's Office

Approval

Board of Directors

Last review:

Date: Nov 10, 2021

