



**INTERNAL REGULATION OF THE  
TRANSACTIONS WITH RELATED PARTIES COMMITTEE  
OF  
CAIXA SEGURIDADE PARTICIPAÇÕES S.A.**

**(Approved at the Board of Directors Meeting on 12-21-2018)**

## **INTERNAL REGULATION OF THE TRANSACTIONS WITH RELATED PARTIES COMMITTEE OF CAIXA SEGURIDADE PARTICIPAÇÕES S.A.**

### **CHAPTER I - CONCEPT AND PURPOSE**

Art. 1. The present Internal Regulation ("Regulation") governs the operation of the Transactions with Related Parties Committee ("CTPR" or "Committee") of Caixa Seguridade Participações S.A. ("Caixa Seguridade" or "Company"), as well as its relationship with the other bodies of the Company, in compliance with the provisions of the By-Laws, of the Transactions with Related Parties Policy and current legislation.

Art. 2. The Committee is a permanent auxiliary management body, linked directly to the Board of Directors.

### **CHAPTER II - COMPOSITION**

#### **SECTION I - MEMBERS**

Art. 3. The members of the Committee shall be Brazilian, preferably resident and domiciled in the Country, with unblemished reputation, moral repute, and graduates in a superior course compatible with the position, observing the requirements imposed by the Brazilian Corporate Law, Law 13.303/16 and its respective Regulatory Decree and the Company's Nomination Policy and other applicable rules.

Art. 4. The Transactions With Related Parties Committee shall be composed of 3 (three) members elected and dismissed by the Board of Directors, mostly independent, among which

I - 1 (one) independent member of the Board of Directors or, if this is not possible, a member appointed by non-controlling shareholders;

II - 2 (two) members with proven knowledge in the areas of finance, accounting and/or Brazilian insurance market.

Single paragraph. "Independent Member" is characterized by:

I - have not maintained, in the last three (3) years, any kind of bond with the Company or with CAIXA or with the Union that could compromise its independence, except equity interest;

II - not being a spouse or blood relative or related to the third degree of the Chief Executive, Minister or Secretary of the Union or of the administrator of the Company or CAIXA;

III - not or not have been, in the last 3 (three) years, linked to the company or entity related to the persons mentioned in item II above;

IV - not being or not being, in the last three (3) years, employee or executive officer of the Company or of a company controlled by the Company or its affiliate or its subsidiary;

V - not being a direct or indirect supplier or buyer of the Company's services or products, in a magnitude that implies loss of independence;

VI - not being an employee or manager of a company or entity offering or demanding services or products to the Company, in a magnitude that implies loss of independence; and

VII - not receive any compensation from the Company other than that related to the position of director or member of the Committee (earnings proceeds from equity interest are excluded from this restriction).

Art. 5. The Chairperson of the Committee shall be one of the Independent Members.

Art. 6. The following shall not be elected or remain on the Committee, other than those prevented by law and other applicable rules:

I - those declared ineligible for management positions in institutions authorized to operate by the Private Insurance Superintendence (SUSEP), the Brazilian Securities Commission (CVM), the Central Bank of Brazil (BACEN) or in other institutions subject to authorization, control and supervision, direct and indirect Public Administration bodies and entities, including private pension entities, insurance companies, capitalization companies and public companies;

II - those who are responding personally, or as a controlling shareholder or director of a corporation, for pending claims of securities, court collection, issuing bad checks, defaulting obligations and other similar occurrences or circumstances;

III - those declared bankrupt or insolvent;

IV - those who control or participate in the administration of a legal entity undergoing bankruptcy, bankruptcy or insolvency, for a period of five years prior to the date of election or appointment, except as receiver, commissioner, or trustee;

V - partner, ascendant, descendant or collateral or related, up to the third degree, member of the Company's Board of Directors, Board of Executives and Fiscal Council;

VI - those in default with the Company, its subsidiaries or its parent and/or political-administrative person to which it is related, or which have caused them unpaid damage;

VII - those who have control or significant interest in the capital stock of the non-performing legal entity with the companies mentioned in the previous item or that have caused them an unpaid loss, extending this impediment to those who have held a position of management in a legal entity in this situation, in the fiscal year immediately preceding the date of election or nomination; and

VIII - the convicted, by final decision, of bankruptcy, tax evasion, prevarication, active or passive corruption, concussion, embezzlement, against the popular economy, against public faith, against property, against the System National Finance and those sentenced to criminal penalties that prohibit, albeit temporarily, access to public positions.

## **SECTION II – MANDATE**

Art. 7. The members of the Committee shall have a unified term of 2 (two) years, which shall coincide with the mandate of the Board of Directors, in accordance with the rules in force, being allowed a maximum of 3 (three) renewals.

Paragraph 1. The function of member of the Committee is not delegate.

Paragraph 2. The members of the Committee shall not have substitutes.

Art. 8. After the end of the mandates, the members of the Committee will remain in office until the election and investiture of their successors.

Art. 9. The resignation of the member shall be made in writing and forwarded to the Chairman of the Board of Directors, with a copy to the Governance Secretariat, who will endeavor for its proper filing, registration and publication.

## **SECTION III - VACANCY**

Art.10. In the event of vacancy of a member of the Committee, due to removal, resignation, death, proven impediment, disability, loss of mandate or other assumptions provided for by law, the Board of Directors will elect his replacement to complete the mandate.

## **SECTION IV - REMUNERATION**

Art. 11. The Committee member may be compensated if he/she has no other relationship with the Company, its subsidiaries and affiliates, CAIXA or conglomerate companies, which entitles them to remuneration.

Art. 12. The remuneration, advantages and benefits of the Committee members shall be determined annually by the General Meeting, pursuant to item V of article 9 and article 30 of the Bylaws, in compliance with the legislation in force.

Paragraph 1. The payment of any remuneration, advantage or benefit not established by the General Meeting is prohibited.

Paragraph 2. The members of the Committee, directly or indirectly, may not receive any type of compensation for the provision of consulting, advisory or any other services that constitute impediment or incompatibility with the duties and responsibilities of the function.

### **CHAPTER III – COMPETENCES**

Art. 13. CTPR competes:

I - give an opinion, prior to the approval of the Board of Executives and the Board of Directors, regarding the execution of Transactions with Related Parties (TRP), as defined in the Transactions with Related Parties Policy;

II - opine on reviews and terminations of related party agreements;

III - evaluate and monitor, together with the Audit Committee (COAUD), the Company's Management and the internal audit area, the adequacy of the TRP performed by the Company and their respective disclosures;

IV - report quarterly to COAUD the TRP approved by the Company, informing the Board of Directors;

V - monitor compliance with the Transactions with Related Parties Policy, proposing its review to the Board of Directors at least annually, or whenever necessary;

VI - propose to the Board of Executives or the Board of Directors, observing the authority manual, the renegotiation or discontinuity of a service, business, contract or any other TRP, whenever

to deem that the conditions of such deal are benefiting one of the parties improperly or out of market conditions;

VII - submit to the Board of Directors a proposal to amend the Regulation.

Single paragraph. The rules of the Transactions with Related Parties Policy and the competences defined in this Regulation do not apply to financial investments and redemptions of financial investments, which comply with the rules of the Company's Investment Policy.

## **SECTION I – ATTRIBUTIONS**

Art. 14. The Chairperson of the Committee has the following duties, without prejudice to others conferring the Statute, the law and the rules:

I - coordinate the Committee meeting;

II - identify deadlocks in the discussions and propose immediate voting or postponement of the issue under discussion;

III - set the date, time and place for continuation, in case of postponement of the meeting, waiving the need for a new call of members;

IV - organize and coordinate the meeting agenda and the production of support material, with the support of the Corporate Governance Secretariat;

V - define the member who will replace him/her as chair of the Committee, in case of absence or temporary impediment; and

VI - promote the effectiveness and good performance of the board.

Art. 15. The duties of the members of the Committee, without prejudice to others that confer the Statute, the law and the norms:

I - give an opinion on a matter submitted to it; and

II - request a view of the processes and/or other documents necessary for clarification and guidance.

## **SECTION II – DUTIES**

Art. 16. The Committee shall also observe the attributions issued by the regulatory bodies and related legislation or determined by the Board of Directors.

Art. 17. It is the duty of the Committee, depending on the relevance of the proposed TRP, to suggest its disclosure through the publication of Material Fact.

Art. 18. The members of the Committee shall perform their duties respecting the same duties and responsibilities assigned to the Company's managers, contained in article 22 of Decree 8,945/16 and articles 153 to 159 of Law 6,404/76 - Brazilian Corporate Law, as provided Article 160 of said Law, including the obligation to inform the Board of Directors of any conflict of interest.

Paragraph 1. The function of member of the Committee shall be exercised with respect to the duties of loyalty, diligence and fairness and in order to avoid any conflicting situation that may affect the interests of the Company and its shareholders.

Paragraph 2. The members of the Committee shall perform their duties in order to achieve the Company's interests, being prohibited to them, pursuant to art. 156 of the Brazilian Corporation Law intervene in any act or social transaction in which they have a conflicting interest with that of the Company.

Paragraph 3. Conflict of Interest is the situation generated by the confrontation between public and private interests, which may compromise the collective interest or improperly influence the performance of the civil service.

Paragraph 4. For the purposes of this article, a conflict of interest shall be characterized when the member of the Committee is involved in decision-making in which he has the power to influence the final outcome, ensuring a gain or advantage for himself for the nominee, for any close family member or third party with whom he/she is involved, or that may interfere with his/her exempt judgment or in accordance with the provisions of Law No. 12.813/2013 - Conflict of Interest Law.



Paragraph 5. The member of the Committee who is in a conflict of interest shall inform the other members about the existence of the conflict, notifying the Chairperson of the Committee of his/her impediment and recording in the minutes the nature and extent of his/her interest, explaining his/her involvement and providing details of TRP and the parties involved.

Paragraph 6. The existence of a conflict of interest may be argued by any member in relation to another member of the Committee, as well as by the Secretariat of Governance, if the conflict has not been voluntarily declared by the member in question.

Paragraph 7. In matters in which the conflict of interests of a member of the Committee is formed, the other members shall deliberate at the meeting convened for deliberation of the matter in question, but without the participation of the said member (s) impeded (s).

Paragraph 8. In the event of the conflict being the Chairperson of the Committee, the matter shall be directed for deliberation by the Board of Directors with the opinion of the other Committee members.

Art. 19. The members of the Committee, in addition to observing the legal duties inherent to the position, must base their conduct on high ethical standards, as well as observe and encourage good corporate governance practices in the Company.

Art. 20. Committee members shall maintain strict confidentiality about any material information of the Company until its formal disclosure to interested parties.

Single paragraph. Confidentiality of information must be addressed according to the Company's Information Security policy and standards, as well as legislation and other rules governing its activities.

Art. 21. Committee members will abide by the standards set for TRP negotiation, review, and approval and will not intervene in a manner that influences the engagement of Related Parties in breach of those standards.

Art. 22. Before leaving office or upon leaving office, the Committee member shall and annually while in office, present his/her annual statement of assets to the Company, which will file it, and to the Presidency of Republic Public Ethics Committee - CEP/PR.

Art. 23. The member of the Committee must inform the Company of the candidacy for an elected position.

### **SECTION III - LEGAL DEFENSE AND CIVIL LIABILITY INSURANCE**

Art. 24. Caixa Seguridade, as defined by the Board of Directors, will ensure members and former members of the Committee, the defense in judicial and administrative proceedings brought against them by the practice of acts in the exercise of office or function, provided that no fact has been found that causes the action of liability and that there is no incompatibility with the interests of the Company, its subsidiaries and affiliates.

### **SECTION IV - PERFORMANCE EVALUATION**

Art. 25. The Committee will conduct annual Board, peer review and self-assessment.

Art. 26. At the end of each year, the Board of Directors will evaluate, according to criteria and procedures defined in internal rules, the Committee's performance, in a collegiate and individual manner, subsidized by the evaluation performed, pursuant to Article 25 of this Regulation.

## **CHAPTER IV - OPERATION**

Art. 27. The members of the Eligibility Committee will meet as needed.

Art. 28. The meetings of the Committee shall be convened by its Chairperson.

Paragraph 1. The call shall be made by electronic means or any other means that allows proof of receipt, at least three (3) business days in advance and with the agenda of the subjects to be addressed.

Paragraph 2. As a matter of urgency, meetings may be called without observing the above deadline, if they are duly justified by the Company and accepted by the Collegiate, unequivocally aware of all members of the body.

Paragraph 3. Regardless of the formalities provided for in the main section and paragraph 1 of this article, the meeting in which all the members of the acting Committee shall participate shall be considered regular.

Art. 29. In addition to face-to-face meetings, meetings may be accepted by teleconference or videoconference, or by electronic means.

Art. 30. The meetings of the Committee shall be convened only with the attendance of the majority of its acting members:

Paragraph 1. In the event that it is not possible to attend the meeting, in person or by audio or videoconference, the member may, based on the agenda of the matters to be addressed, express their vote in writing or by e-mail.

Paragraph 2. The members who participate in the forms provided for in paragraph 1 are considered present, including for the purposes of meeting the minimum quorum for the installation of the meeting, being mandatory the presence of the Chairperson of the Committee or his substitute, as defined in this Regulation.

Art. 31. The deliberations of the Committee shall be taken by majority vote of the members attending the meeting.

Single paragraph. Transactions, revisions or terminations will only be approved by the favorable vote of the Chairperson of the Committee.

Art. 32. The Committee's opinion on the transaction, review or termination will be portrayed in an opinion that will be part of the draft vote to be submitted to the competent collegiate body (s),

according to the authority manual.

## **SECTION I - IN-PERSON MEETING**

Art. 33. The meetings of the Committee will preferably be held at the Company's headquarters.

Art. 34. The Committee may invite third parties to attend the meeting as invited, without the right to vote.

Single paragraph. The third parties invited to attend the Committee meeting shall only remain during the period in which the matter that originated their call is being considered.

Art. 35. It will be confidential, with knowledge limited to the members of the Committee and to the participants of the meetings, all matters in the agenda, observing the legal dispositions and the applicable norms.

## **SECTION II - ELECTRONIC MEETING**

Art. 36. The Committee may deliberate electronically, with the authorization of the Chairperson of the Committee.

Art. 37. Expressions by electronic means, i.e. votes and/or considerations, are filed in a digital folder of the meeting, on a server of the Secretariat of Governance, keeping the date and time information.

## **SECTION III - MINUTES**

Art. 38. Minutes of the meeting shall be drawn up, with an indication of the order of business, date and place, members present and reports of matters dealt with and resolutions taken, which shall compose the Committee's Minutes Book, and shall be signed by the members present, in case meeting, or by the members who spoke in the case of an electronic meeting, and by the

representative of the Governance Secretariat.

Paragraph 1. The opposite vote and the abstention of the vote shall be registered in Minutes, in which the respective motivations shall be recorded.

Paragraph 2. The Minutes shall be sent to the members for validation within seventy-two (72) hours after the meeting and shall be signed within 72 (seventy-two) hours after validation.

Paragraph 3. Copy of the Minutes shall be sent to the Board of Directors.

Art. 39. The Minutes will be disclosed when requested by one of the members, except when the majority understands that the disclosure could endanger the Company's legitimate interest.

## **CHAPTER V - GOVERNANCE SECRETARIAT**

Art. 40. Advice and support to the Committee will be provided by the Secretariat of Governance, which will adopt all the necessary measures and activities for the effective functioning of the Committee, as follows:

I - arrange for the convening of Committee members for meetings as provided in this Regulation;

II - to act as secretary of the Committee;

III - assist the Committee in defining the meeting agenda and preparing the Annual Calendar;

IV - organize, under the direction of the President, the agenda of the matters to be discussed at each meeting, gathering the necessary documents;

V - elaborate administrative acts resulting from the decisions of the Committee and their appropriate referral to the interested areas;

VI - internally disclose the Committee's decisions and requests and follow up on pending issues and/or demands of this governance body, defining those responsible for meeting pending and/or demand;

VII - prepare, draw up and file the respective minutes, including those of not holding a meeting, in the proper book and collect the signatures of the members;

VIII - organize and keep under its custody the documentation related to the activities carried out by the Committee and make them available for consultation by the various supervisory bodies, internal and external;

IX - follow up on other matters involving the Committee and or requested by it.

## **CHAPTER VI - FINAL PROVISIONS**

Art. 41. It will be incumbent upon the Board of Directors to resolve the doubts and omissions of this Regulation and to make any changes it deems pertinent and necessary, in compliance with the statutory provisions and, in the alternative, those emanating from the regulatory bodies and Law No. 6.404/1976.

Art. 42. As soon as it is installed, the Committee shall request the Executive Board to survey all existing TRPs in the Company, in order to assess their adequacy to the Transactions with Related Parties Policy.

Art. 43. This Regulation may only be amended by the Board of Directors.

Art. 44. This Regulation will be effective on the date of their approval by the Board of Directors and will be filed at the Company's headquarters and made available on its website.

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