	NORMATIVE RULLING	Number NR / 2020 / 018
ANTI-CORRUPTION AND ANTI-BRIBERY		

1. CONSIDERATIONS AND OBJECTIVES

The objective of these Anti-corruption and Anti-Bribery regulations are:

- To promote the combat of Corruption and Bribery in all the operations of the EcoRodovias Group;
- To set out the forms of conduct prohibited and expected in interactions with Public Officers;
- To ensure that Employees (whatever their position or function and whatever their link to the EcoRodovias Group), and Third Parties of the EcoRodovias Group act in compliance with: the Anti-Corruption Law; the Administrative Bidding and Agreement Law (Law 8666 of 1993); the Administrative Improbity Law (Law 8249 of 1992); the Anti-Bribery Management System as established by Brazilian Standard ABNT NBR ISO37001, and the Brazilian Penal Code (jointly, 'the Anti-Corruption and Anti-Bribery Legislation');
- To ensure that all Employees and Third Parties of the EcoRodovias Group are able to identify situations with risk of non-compliant and unacceptable behavior that violate the Anti-Corruption and Anti-Bribery Legislation or the Corporate Code of Conduct.

2. APPLICATION

The provisions of these Regulations apply to:


- Ecorodovias Infraestrutura e Logística;
- Ecorodovias Concessões e Serviços;
- Road Concessions Offices; and
- EcoPorto Santos and EcoPátio.

The provisions of this Normative Ruling will be valid for the period of 2 (two) years, time when the Compliance Department must proceed its review.

These Normative Ruling comes into effect from this date on and it revokes the Normative Ruling Ecorodovias IN/2015/016 – Anti-Corruption Policy.


São Paulo, November 12, 2020.

Normative Rulling approved by the Board of Directors of the EcoRodovias Group at its meeting held on November 18, 2020.

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1. CONCEPTS

- **Public Officer:** Any person who occupies a position, employment or public function, whether nominated or elected, even when temporarily or without remuneration. Included in this definition are persons who occupy a position, employment or public function in governmental entities, departments or agencies of the direct or indirect public administration, companies with public- and private-sector stockholdings, Brazilian and other public foundations, international organizations, political parties, and candidates for public office in Brazil or other countries.
- **Employee:** it includes, individually or jointly, all and every employee, intern, director, administrator or board member who in any way acts in the name of EcoRodovias Group.
- **Corruption:** give, promise, approve or offer money or any other thing of value to a Public Officer with the intention of ensuring an Undue Advantage for themselves or for the EcoRodovias Group.
- **Donation:** Voluntary transfer of resources (goods, assets, financial amounts or services) from the EcoRodovias Group to a public or private entity.
- **Public Entities:** it includes (i) any agency, body, department or subdivision of any direct, indirect or foundation-based public administration entity of any of the powers of the Nation, the States, Federal District or the Municipalities, including independent government authorities ('*autarquias*'), public companies, companies with mixed private- and public-sector stockholdings, and public foundations; (ii) state bodies or entities or diplomatic representations of a foreign country, at any level or sphere of government, including legal entities, directly or indirectly controlled by the public power of a foreign country; and (iii) international public organizations, such as the World Bank and the United Nations Organization. This concept may vary depending on the country; therefore, in the event of doubt always consult Compliance Department.
- **Anti-Corruption and Anti-Bribery Legislation:** it includes all and any applicable Anti-corruption or Anti-Bribery Legislation, including but not limited to: The Anti-Corruption Law (Law 12846 of 2013); its regulating Decree (Federal Decree 8420/2015); the Brazilian Penal Code; the Administrative Improbity Law (Law 8429 of 1992); Brazilian Standard ABNT NBR ISO37001; and the Administrative Bidding and Agreement Law (Law 8666 of 1993).
- **Commercial Partnership:** Union of two or more companies, temporary or otherwise, for commercial operation of a given business or transaction. For the purposes of these Normative Ruling, the following are examples of Commercial Partnerships: partnership agreements, joint ventures, specialists in specific-purpose companies, consortia and mergers of companies.

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- Sponsorship: Voluntary transfer of resources (assets, financial amounts or services) to a public or private entity, with the intention of promoting the brand of the EcoRodovias Group.
- Politically Exposed Person (PEP): Any Public Officer who perform or has performed, in the last five years, in Brazil or any other country, a position, job or relevant public function, as well as their families, close co-workers, and any legal entities in which they participate.
- The Ethics and Integrity Portal: A section of the Internal Network (intranet) of the EcoRodovias Group dedicated to the Group's Compliance initiatives.
- Bribery: give, promise, approve or offer money or any other thing of value to Public Officer, suppliers, Third Parties, clients or other individuals or companies of the private sector, or to receive money or anything of value from any one of these parties, with the intention of ensuring an Undue Advantage.
- Third Parties: Any person, whether individual or legal entity, who acts in the name, interest or benefit of EcoRodovias Group, provides services or suppling other goods – including, without limitation, agents, consultants, brokers, suppliers or other services providers, whether or not a binded by a written agreement.
- Undue Advantage: any benefit, economic or not, such as money, movable assets or real state, or gifts, travel expenses, accommodation, courtesies, services or favors provided to a Public Officer or Private Agent regarded unlawful according to the Anti-Corruption and Anti-Bribery Legislation.

2. GENERAL GUIDELINES/DIRECTIVES

The EcoRodovias Group conducts its business based on high standards of ethics, established in its Corporate Code of Conduct, with independence, confidentiality, isonomy, honesty, decorum and good faith.

Thus, it is important to reinforce that the EcoRodovias Group does not admit any kind of Corruption or Bribery in its business. It is strictly prohibited to realize the payment, promise or offer of Undue Advantage, directly or indirectly (through Third Parties), to Public or private Officers, customer representatives, Third Parties, or third parties related to them, with the purpose of obtaining improper benefits or guarantee of business for the Employee or for the EcoRodovias Group.

Below are some examples of what could be considered Undue Advantage:

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- gifts (bottles of wine, watches, and jewelry);
- airfares (plane tickets), or hotel accommodation;
- services;
- entertainment (tickets to shows or sporting events);
- privileged information; or
- employment for family or friends.

The simple offer of an Undue Advantage by an Employee or Third Party already characterizes a violation, independently of whether the Undue Advantage is accepted or not, or whether it has resulted in the intended benefit.

The Employees and Third Parties of the EcoRodovias Group are also prohibited from receiving any Undue Advantages in the exercise of their activities within the EcoRodovias Group, and have a duty to report any offers or request for Undue Advantage that they may at any time receive.

Furthermore, it is strictly forbidden to defraud accounting records or make entries that do not fully and accurately reflect the transactions of the EcoRodovias Group.


The EcoRodovias Group is constantly seeking to enhance its system of integrity, through making the necessary resources available, constant training, and a regulatory environment compatible with the most advanced market practices.

To ensure the compliance with the integrity system of the EcoRodovias Group is a responsibility of all members of the organization.

No employee or Third Party who acts in the name of the EcoRodovias Group shall suffer retaliation, discrimination or disciplinary action due to any delay in the performance of their functions or loss of business that results from refusal to pay or receive a bribe or to take any action specified as unlawful in the Anti-Corruption and Anti-Bribery Legislation.

Employees and Third Parties must report violations of the provisions established in this Normative Ruling of which they become aware. They must also immediately report any request for payment or Undue Advantage by a public or private officer to the Compliance Department or through the Ethics Channel. There will be no retaliation, discrimination or disciplinary action for those who, with good faith, reports any action on the Ethics Channel.

The EcoRodovias Group has an adequate and appropriate compliance structure, and its Compliance Department has free access to the Board of Directors and the Executive Board.

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3. SPECIFIC GUIDELINES / DIRECTIVES

3.1 Relationship with Public Entities

In conducting its business, the EcoRodovias Group maintains several interactions with Public Entities. All relations between the EcoRodovias Group and its Employees with Public Officers must be guided by transparency and integrity, always in accordance with the Anti-Corruption and Anti-Bribery Legislation and the rules of the EcoRodovias Group, including the Normative Ruling of Interaction with Public Officers.

There may be situations in which Public Officers request some type of Undue Advantage. In these cases, Employees and Third Parties must:

- Clearly reject the request, so that there is no doubt about the refusal of the proposal;
- End the conversation with the Public Officer; and
- Report the situation to the Compliance Department or the Ethics Channel.


Preferably, at least two Employees and/or Third Parties of the EcoRodovias Group should be present at all in-person interactions, and meetings should have a previously defined agenda. Such interactions must take place on the premises of the EcoRodovias Group or at the work location of the Public Officer, and meetings with any Public Officer outside the work environment (for example, in hotels or bars) should be avoided.

Preference should be given to communications through official channels with Public Officials to determine meeting agendas, monitor the development of issued discussed and for any communication about possible ongoing activities. Communications by e-mails sent by Employees must occur through the institutional accounts of the EcoRodovias Group and, preferably, to the official and institutional email address of the receiving Public Officer.

Employees are not allowed to use personal or non-institutional email accounts (for example, Gmail, Yahoo!, Hotmail, Globo or UOL) when conducting their activities at the EcoRodovias Group. Likewise, sending of emails to personal or non-institutional accounts of Public Officers should be avoided.

Communications with Public Officers, whether in person or electronically, must always occur in a clear and objective manner, so that there are no texts or expressions that can cause double interpretation.

In the event of an investigation or inspection by Public Entities, the Employees of the EcoRodovias Group must not interfere, hinder, prevent or obstruct the work of the Public Officers.

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3.2 Participation in Biddings

When participating in public biddings, the EcoRodovias Group undertakes to act within the applicable legislation, including, but not limited to: the Bidding Law (Law 8666/93); the Public-Private Partnerships Law (Law 11079/2004); and the Concessions Law (Law 8987/95).

The Employees and Third Parties of the EcoRodovias Group must not practice any conduct that aims to defraud or circumvent the bidding procedure or any of its stages, as well as obtaining any improper benefit within the scope of a public agreement (for example: undue modifications or extensions of time in the agreement).

3.3 Political Donations

In view of the legislation in force, the EcoRodovias Group does not make any donations to political parties, candidates for public office or political campaigns, either directly or indirectly. If there is any request by a Public Officer, a candidate for a public office or related persons, the request must be promptly denied and reported to the Compliance Department.

Employees are able to make political donations in their own name and be involved in political activities in their free time, as long as there is no association with their position or with the image of the EcoRodovias Group.

3.4 Donations and Sponsorships


Donations and Sponsorships granted by the EcoRodovias Group must aim to support social, cultural, educational, sporting, environmental, health and other initiatives, as well as respecting the applicable legislation. Donations and Sponsorships must be accurately and transparently accounted for in the EcoRodovias Group's accounting records.

The EcoRodovias Group prohibits any Donations or Sponsorships that aim to exchange favors with any individual or legal entity, both public or private.

Donations and Sponsorships must be made in accordance with the provisions of the Normative Ruling of Donations and Sponsorships and the Normative Ruling of Social Investment.

3.5 'Facilitating Payments

Employees or Third Parties of the EcoRodovias Group are prohibited from making any payment with the intention or implication of speeding up or ensuring routine and non-discretionary actions (for example, issuance of licenses, permits or authorizations, carrying

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out of inspections or visits), known as “facilitation”, “urgency” or “agility” payments or fees, except as permitted by the legislation applicable to the EcoRodovias Group.

3.6 Contracting of Third Parties

The Third Parties retained by the EcoRodovias Group must always act within the limits of the law and in accordance with the scope established in contract, as well as observe the rules of the Corporate Code of Conduct and internal rulings of the EcoRodovias Group, mainly with regards to intolerance of any form of Corruption or Bribery.

Conduct practiced by Third Parties acting in the interest or benefit of the EcoRodovias Group may, in addition to posing a risk to the image, generate liability in the case of violation of the Anti-Corruption and Anti-Bribery Legislation.

For more information, consult the Normative Rulings of Guidelines for Purchasing of Goods and Contracting of Services and Analysis of Integrity, and the NPQ for Approval and Evaluation of Suppliers and Service Providers.

3.7 Commercial Partnerships

Commercial Partnerships are strategic operations that may represent risks of liability in terms of the Anti-Corruption and Anti-Bribery Legislation.


Thus, whenever the EcoRodovias Group intends to enter into a Commercial Partnership, prior to the completion of the business, a process of prior verifications and assessment of potential risks under the Anti-Corruption and Anti-Bribery Legislation will be carried out, as provided for in the Normative Ruling on Analysis of Integrity. In addition, declarations and guarantees of Anti-Corruption and Anti-Bribery Legislation will be included in the Commercial Partnership agreement.

3.8 Conflicts of Interest

The EcoRodovias Group makes efforts to prevent conflicts of interest by imposing restrictions, if necessary, and for a reasonable period, on the professional activities of former Public Officers or hiring of Public Officers by the EcoRodovias Group after their resignation or retirement, whenever that these activities or contracts are directly related to the functions exercised or supervised by these Public Officers during the time that they held the public office.

4. DISCIPLINARY MEASURES

The Employees who do not comply with the requirements of this Normative Ruling will be subject to the corresponding disciplinary measures, which may include warning, suspension or dismissal for just cause, in accordance with the provisions of the Normative Ruling of

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Disciplinary Measures.

Without prejudice to the application of the appropriate disciplinary measures, the EcoRodovias Group may take the necessary legal measures to repair any damage eventually caused by the Employee.

5. CONTACT

It is essential that those who are covered by the scope of this Normative Ruling immediately report any acts or suspicions of acts of Bribery, Corruption, fraud and/or payment or receipt of bribes, Undue Advantage or other situations or conduct that violate this Normative Ruling and/or the Corporate Code of Conduct, through the Ethics Channel of the EcoRodovias Group: <https://www.canaldeetica.com.br/ecorodovias/#>

In the event of any doubts or questions about the interpretation, scope or procedures related to any subject dealt with in this Normative Ruling, it is the responsibility of the Employee to seek additional orientation from their immediate superior or from the Compliance Department (compliance@ecorodovias.com.br), before taking any action or decision that might compromise the full compliance with this Normative Ruling or the Corporate Code of Conduct.

The EcoRodovias Group guarantees the complete secrecy of communication and that there will be no form of retaliation against any person who reports a suspicion of violation of the Corporate Code of Conduct or this Normative Ruling. The EcoRodovias Group, however, reserves the right to apply disciplinary measures to anyone who consciously reports any false accusation or provides false information.

All reported incidents of suspicion of violation of this Normative Ruling will be investigated appropriately. The EcoRodovias Group will take measures in accordance with the applicable circumstances and laws.

6. REFERENCES

- Corporate Code of Conduct
- The Normative Ruling of the Ethics Program - Integrity System (PE–SI)
- The Normative Ruling of Donations and Sponsorships
- The Normative Ruling of Defense of Competition
- The Normative Ruling of Gifts and Entertainment
- The Normative Ruling of Interaction with Public Officers
- The Normative Ruling of Conflict of Interests
- The Normative Ruling of Social Investment