

 <b>CONFLICT OF INTERESTS POLICY</b>	VERSION PCI 1.0
	APPROVAL DATE 05/06/2019
	NEXT REVIEW DATE 05/05/2020

## 1. PURPOSE

The purpose of this policy is to establish minimum guidelines to Company's contributors, Interested Parties and Third Parties on situations of conflict of interest.

## 2. DEFINITIONS

**Company:** Marfrig Global Foods S/A, its subsidiaries and the companies controlled and/or managed by it.

**Conflict of Interests:** Any situation in which an individual or legal person maintaining any form of business with the Company is involved in a decision-making process in which it has the power to influence and/or direct the outcome of that decision, ensuring a gain and/or benefit for himself, to any member of his family, or to any Third Party with whom he has any involvement, or be in a situation that could interfere with his ability to be impartial in a judgement.

**Confidential information:** Company data or information (even if not owned by Company but which Company has received because of a business opportunity, for example) or developed by Company and that Contributor and Interested Parties take knowledge in any form, including, but not limited to, technical, commercial, financial, legal, strategic, technological, know-how, designs, models, data, records, specifications, reports, compilations, analyzes, studies, reproductions, summaries, communications, formulas, patents, financial and economic data, information related to clients, current or potential suppliers, financial operations, commercial plans, financial statements or plans, marketing strategies and other businesses, contracts, existing products or futures and any other proprietary information disclosed by the Company in confidentiality to the Contributor and the Interested Parties.

**Relatives:** It is deemed the spouse or partner, grandparents, parents, children, uncles, cousins, nephews, grandchildren, stepchildren, step-father/step-mother, son-in-law of contributors and Interested Parties, as well as their spouse or partner.

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**Interested Parties:** Controllers, shareholders, directors and members of Company's committees.

**Related Parties:** Any individual or legal person, that **a)** directly or indirectly, through only one or more intermediaries: i) exercise control or shares control, are controlled or are under common control of the Company; or (ii) in any way has significant influence over the Company; **b)** are affiliated to the Company, in accordance with Law No. 6,404/1976 - ("Corporations Law"); **c)** are deemed as key persons for the Company, that is, those who hold management positions in the Company, its subsidiaries or its controllers; **d)** are, in relation to any person of item "a" to "c": i) spouse or partner; ii) consanguineous ascendants, such as fathers, grandparents, great-grandparents and etc. or ascendant by affinity, such as stepfathers, stepmothers, father-in-law; iii) consanguineous descendants, as children, grandchildren and etc. or descendants by affinity, as stepchildren, daughters-in-law, sons-in-law and etc.; and iv) collateral to the second degree, consanguineous or not, as brothers and sisters-in-law and etc.; **e)** may exercise relevant influence, that is, one who has authority and responsibility for the planning, direction and control of the Company's activities, directly or indirectly, including any manager (Board of Directors, Board of Directors Advisory Committees; and other non-statutory Officers); **f)** the Company is able to contract under conditions other than those of independence that characterize transactions with Third Parties outside the Company.

**Third Parties:** Include various entities and individuals acting on behalf of a company, including, but not limited to, agents, consultants, sales representatives, customs agents, resellers, subcontractors, franchisees, lawyers, accountants or similar intermediaries.

### 3. GOALS

The goals of this policy are:

- Establish minimum guidelines on situations that characterize conflict of interest.



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- Establish minimum guidelines on the expected behavior of the Company's contributors, Interested Parties and Third Parties acting on Company's name, as well as to present internal control mechanisms for the prevention and detection of possible acts that may be interpreted and/or deemed as not in compliance.

#### 4. PUBLIC

Applies across the entire value chain, regardless of geographic location. Thus, this policy is applicable to all contributors of the Company, Interested Parties and Third Parties acting on behalf of the Company.

#### 5. CONTENT

Conflict of Interests are not limited to top management: any Company contributor and/or Interested parties may face a conflict. The important thing is to be able to identify such situations and apply Company's recommendations.

All Contributors and Interested Parties should avoid situations of Conflict of Interests and should perform their duties conscientiously and honestly.

Contributors and Interested Parties shall not misuse their positions, use Confidential Information in a manner that is unfit for personal gain or of a third party intermediary, or have any direct involvement in any business that is in conflict with Marfrig's business interests or otherwise, compromise its independence and impartiality.

As an example, the following are examples of guidelines for situations that characterize conflicts of interest:

- It is recommended that contributors with an affective or loving relationship do not work in the same Department, even without any subordination relationship. Such situations should be reported to the Human Resources Department of your unit.
- Contributors who maintain an affective or loving relationship with each other cannot jointly represent the Company to Third Parties;



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- Contributors, Interested Parties and their Relatives who hold a stake in a Company's customer or supplier should not use their position to influence, privilege or gain advantages for themselves or the companies in which they have a stake.
- Contributors, Interested Parties and their Relatives must not acquire shares of Company's Clients or Supplier based on inside information.
- Contributors and Interested Parties are expressly prohibited from providing and/or making available, in any form, without prior express permission, Confidential Information to third parties.
- The resources made available by the Company (such as but not limited to facilities, equipment, e-mail, telephony) should not be used for non-corporate purposes.
- Contributors and Interested Parties shall not express in Company's name without prior and express authorization.
- Contributors and Interested Parties shall not take personally or for the benefit of others the Company's business-related opportunities presented to them and to compete, directly or indirectly, with the Company.
- Contributors and Interested Parties should not take into account their personal interests, direct or indirect, in choosing a supplier.
- Contributors shall not influence any decision regarding the contracting process of suppliers, contributors, whether indicated or not, which are Relatives and/or Related Parties.
- Contributors and Interested Parties who hire, employ, or otherwise solicit, orally or in writing, any third party who routinely supplies goods and services to Company to provide goods or services to him, cannot use his position to obtain advantages for himself, Relatives or Third Parties.
- The contributors who enter into partnerships or contracting services with companies linked to Interested Parties should not do so in order to obtain advantages for themselves, Relatives or Third Parties.

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**5.1. Control Mechanisms**

The Compliance Department shall, annually, monitor all contributors with a higher management position and Interested Parties of possible Conflict of Interests situations.

The other contributors should inform the Compliance Department through its widely publicized communication channels of possible Conflict of Interests situations related to themselves and/or their Relatives.

When a new contributor is hired, the Human Resources Department shall collect in the admission documentation an express statement regarding the existence or otherwise of Relatives working for the Company as a contributor.

If during the hiring/integration process the contributor declares the existence of Relatives hired by the Company as a contributor, the Human Resources Department shall monitor such Conflict of Interests, thereby avoiding the existence of any direct or indirect subordination relationship, the allocation of Relatives in the same department, as well as the allocation of Relatives in departments whose purpose is to inspect, audit, approve the work of Relatives and that may somehow interfere with the salary and professional evolution of the contributor.

- Whenever a contributor is in a Conflict of Interests situation and this has not previously been communicated, the Contributor must immediately notify the Compliance Department of this fact through its widely circulated communication channels.

**5.2 Disciplinary sanctions**

Contributors and Interested Parties that have confirmed their violations of this policy will be subject to termination of their relationship with the Company, as well as any other measures and legal remedies under applicable laws and regulations, including the Code of Ethics and Conduct and Policy of Disciplinary sanctions.

**6. GENERAL PROVISIONS**



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When there are potential conflicts among Company’s internal rules and guidelines, contributors should guide their conduct by considering the most restrictive rule/guideline.

### 7. CONFIDENTIALITY STATUS

Internal and external public

MANUSCRIPT