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## 1 Purpose


The Corporate Compliance and Anti-Corruption and Fraud Policy aims at setting and formalizing procedures to identify, monitor and communicate any practices contrary to the maintenance of ethical integrity, and prevention of and fight against corruption within Afya Educacional (“Afya” or “Company”), in line with the requirements and responsibilities of the Brazilian Anti-Corruption Law No. 12,846/2013 and the Foreign Corrupt Practices Act (FCPA), in addition to supporting and complementing our Code of Ethics and Conduct.

It is essential for the Company that its businesses follow the highest ethical standards, which must occur in a transparent manner and guarantee the dignity of all those involved.

This Policy sets forth the guidelines to be observed by all employees, third parties, service providers and business partners ("stakeholders"), in addition to any participant in the value chain of Afya and its subsidiaries, including students, consultants, board of directors, statutory executive board, and advisory committees.

## 2 Area in Charge

The Company is obliged to fully comply with Brazilian anti-corruption legislation (Law 12,846/2013) and US Foreign Corrupt Practices Act (FCPA) by the members of the Board of Directors, officers, executives, employees, partners, suppliers, and service providers that can act on behalf of Afya. The Company's participation in the fight against Corruption is the basis for maintaining corporate ethics, directly reflecting on the protection of competitiveness in an environment of free initiative, in which business credibility is essential.

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This Policy sets the guidelines to be observed by members of the Board of Directors, officers, executives, employees, partners, suppliers and service providers.

The Internal Ethics Committee (with the support and assistance of the Compliance Area) takes responsibility for updating and disclosing this policy to all its stakeholders.

### **3 Responsibilities**


The program to fight corruption and fraud is under the responsibility of the Internal Ethics Committee (support and assistance from the Compliance Area), which shall periodically evaluate the effectiveness of the compliance and anti-corruption and fraud program, and report the results to the Audit, Risks and Ethics Committee and the Board of Directors.

The Internal Ethics Committee is also responsible for maintaining, managing, and administering the precepts of this Policy, as well as the Code of Ethics and Conduct, and other regulations of the compliance program. This Policy is subject to change, as the Board of Directors or the Audit, Risks and Ethics Committee may deem necessary and appropriate, according to the recommendation of the Internal Ethics Committee, which shall have the support and assistance of the Compliance Area, based on possible changes in other internal policies or the legal framework applicable to the Company.

### **4 Description**

#### **4.1 Introduction to the Brazilian Anti-Corruption Law**

Law 12,846/13, also known as the Anti-Corruption Law, provides that all Brazilian companies and their managers shall be subject to serious

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consequences, for committing acts that are harmful to the public administration, national or foreign, performed in its interest or to its benefit, exclusive or not. The Company shall be responsible for any act that benefits the company, even without the consent of those in charge. This includes acts of corruption and fraud in bidding processes and/or any contracts with the government, in addition to compliance with the Brazilian Federal Law on Combating Money Laundering – Law 9.613/1998, and entities subject to these laws must report to the Financial Activities Control Council (COAF) any suspicion of money laundering activities, in addition to implementing policies and controls to combat money laundering and terrorist financing compatible with its operations.

Afya, its affiliates, and all stakeholders must observe the guidelines contained in our Code of Ethics and Conduct, in addition to guiding the conduct of business in a transparent, honest, responsible, ethical and professional manner. Therefore, we do not allow or encourage under any circumstances obtaining an advantage in an unlawful manner. This policy helps employees to understand the message, scope and rules of the Anti-Corruption Law, reinforcing that employees undertake to follow the guidelines and instructions established herein.

The Anti-Corruption Law must be complied with. In the event that any action in our professional routine results in a violation of Law 12.846/13 in any aspect, it must be reported in advance to the Compliance Area for the necessary measures and resolution of the conflict.

The stakeholders shall promptly request clarifications from their immediate manager or from the Compliance Area or in the Ethics Channels, which, if necessary, shall seek support even from external lawyers for the necessary clarifications.

The reading of this policy supplements, but does not substitute the reading of the anti-corruption law 12.846/13.

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## 4.2 Foreign Corrupt Practices Act in the United States

The FCPA (Foreign Corrupt Practices Act) is the leading North-American anti-corruption law, and it was passed by the United States Congress in 1977, being the model for anti-corruption laws in several other countries and the most important and effective anti-corruption rule. In general terms, the FCPA strictly prohibits the payment of bribes to representatives of foreign governments for the purpose of obtaining, retaining or directing a business. Thus, under the FCPA, a company cannot give, offer, promise or authorize anything of value to be given to a foreign government official, either directly or through an intermediary, in order to influence the employee's action to obtain advantages improper.


Although most of our operations are located in Brazil, with the Company's IPO on the American stock exchange, more precisely on the NASDAQ (National Association of Securities Dealers Automated Quotation System), the FCPA authorizes and consents to the inspection of any acts necessary to ensure compliance with international law, through the following bodies:

American Department of Justice, which inspects law enforcement, and Securities and Exchange Commission - SEC (body similar to the Securities and Exchange Commission in Brazil), which is responsible for its coordination.

In order to comply with the FCPA, we highlight the need of daily enforcement and application of all the guidelines established in this Policy and in our Code of Ethics and Conduct, in an extensive and analogous manner for activities of an international nature, mainly related to public officials, suppliers, customers and other foreign stakeholders.

Local laws must necessarily be complied with in a prevalent manner. If compliance with foreign regulations results in a violation of the law in force in Brazil, local law must be complied with, and the Compliance Area must be informed on the conflict.

The reading of this policy supplements, but does not substitute the reading of the FPCA law.

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### 4.3 Specific Guidelines

The Company does not adopt, encourage and allow any conduct that is or results in acts that are harmful to the government, as provided for in the Anti-Corruption Law, and it is strictly prohibited to:

- I. Promise, offer or give, directly or indirectly, undue advantage to a public official, or the person related to them;
- II. Finance, fund, sponsor or subsidize the practice of illegal acts;
- III. Use an individual or legal entity to hide or conceal their real interests or the identity of the beneficiaries of the acts performed;
- IV. Frustrate, prevent or defraud the competitive nature of the bidding procedure or contract resulting therefrom;
- V. Remove or attempt to remove a bidder, through fraud or by offering an advantage of any kind;
- VI. Create, in a fraudulent or irregular manner, a legal entity to participate in a bidding procedure or enter into an agreement;
- VII. Obtain undue advantage or benefit in the public administration, without authorization by law, in the bidding process or in the respective contractual instruments;
- VIII. Manipulate or defraud the economic and financial balance of the agreements entered into;
- IX. Hinder investigation or inspection activities by public bodies, entities or agents, or intervene in their performance.

It is also prohibited to:

- I. Suggest, offer, request, demand, promise or grant, directly or indirectly, upon demand or not, undue advantages of any nature to people and companies from the public and private sectors, national and foreign, including third-sector organizations, in exchange for performance or omission of acts inherent to their duties or

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facilitation of business, operations or activities for the Company, or to benefit oneself or third parties;

- II. Accept, consent or receive from persons and companies in the public and private sectors, national and foreign, directly or indirectly, undue advantages of any nature in exchange for carrying out or omitting acts inherent to their duties, or facilitation of business, operations or activities for the Company or to benefit oneself or third parties;
- III. Any form of corruption, bribery, influence peddling, favoring and other unlawful acts and similar practices defined in the Code of Ethics and Conduct.

#### **4.4 Some practical situations**

##### **4.4.1 Overview**

Stakeholders shall be alert to practical situations that may show evidence of corruption, such as the examples below:

Counterparty has a bad reputation for receiving or offering a bribe;


The counterparty's commission or remuneration is incompatible with the services provided, in comparison with the history of similar operations;

Counterparty is controlled and/or appointed by a public official or by first-degree family members, or the Counterparty has a close relationship with the government;

Counterparty refuses to include reference to anti-corruption measures in the agreement;

Counterparty proposes an unusual financial scheme, such as requesting payment to a bank account in a country other than that in which the service is being provided or requesting payment to more than one bank account;

Donation to a nonprofit institution at the request of a public official;


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A third party hired to represent the Company requests a facilitating payment or advance in kind for expenses not clearly specified.

#### **4.4.2 Relationship with public officials**

As Afya and its affiliates have as one of their activities the educational field, they have as one of their strengths and opportunities the subsidies of the Federal Government of Brazil established for the purpose of financing and promoting higher education in our country. On June 26, 2014, the National Education Plan (PNE) was sanctioned after four years of processing in the National Congress. This Plan aims at improving education in the country based on 20 goals, among them, raising the gross enrollment rate in higher education. The University for All Program (Prouni) is yet another Federal Government program created for the purpose of providing full and partial scholarships for undergraduate courses, which also contributes to increasing opportunities for access to higher education. The Student Loan Fund (Fies), created in 1999, is a program of the Ministry of Education (MEC), which makes it possible to enter higher education. Intended to finance the graduation of students who are unable to pay for the monthly tuition of universities in the private education network. In addition to Federal Government initiatives, many states and/or municipalities also offer study incentive programs. Our success is linked not only to the scenario of opportunities of the Federal Government, but also to the fulfillment of our obligations to the Ministry of Education for the quality of our education systems.

In view of all these strategic scenarios for our business and due to the nature of our operations, special care must be taken in relations with public officials, which includes all employees of the Federal, State and Municipal Governments, the Executive, Legislative or Judiciary Branch, and

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political parties or candidates for public office, as well as representatives of public or state-controlled companies.

All assessments to be carried out before these employees shall be weighed on a basis different from that of other partners, taking greater care and acting in a more limited manner. It is prohibited to receive or offer gifts or presents involving the public administration (that is, all municipal and state agencies and agents, government agencies and foreign public entities).

In addition to Law No. 12,846/13, there are other local regulations, such as the Explanatory Memorandum No. 37, approved on August 21, 2000, which instituted the Code of Conduct for Senior Federal Administration:

“Article 7. The public authority cannot receive a salary or any other remuneration from a private source in breach of the law, nor receive transportation, accommodation or any favors from individuals in order to allow a situation that may generate doubt about their probity or honorability”.

#### **4.4.3 Political Contributions**

Afya Educacional does not make contributions or donations to political parties, campaigns and/or candidates for public office at the federal, state and municipal levels, and prohibits the use by employees of private funds for donations on behalf of the Company, in accordance with the Law 13,165/2015 and STF decision (ADI No. 4,650).

#### **4.4.4 General donations and sponsorships**

Afya Educacional has a specific Policy for Donations, Sponsorships and Project Support (“Policy”), which establishes the guidelines and rules that shall be observed for the realization of contributions, donations and sponsorships by



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Company and its subsidiaries, philanthropic, cultural, social, environmental or political activities.

#### **4.4.5 Gifts and Souvenirs**

Under no circumstances do we give gifts or souvenirs in exchange for inappropriate favorable treatment to influence any decision, nor can we give the impression that they were offered for this purpose, nor shall we accept or give gifts and souvenirs to companies that are participating in bidding processes, and to public officials, aiming at any benefit for our organization, in any way, and any stakeholders while acting on behalf of Afya shall not be able to receive or offer money to third parties. It bears emphasizing that we must always ensure that the expense records associated with presents or gifts are accurate and clearly reflect the true reason for the expense.

Offering and/or receiving gifts and presents involving the government is prohibited.

See Code of Ethics and Conduct for more information.

#### **4.4.6 Corporate Meals and Travel**

Afya Educacional prohibits the provision of meals, travel or entertainment to public officials, in order to improperly influence or compensate an official act or decision, with the purpose of obtaining any benefit to our Company.

Essential meals and transfers, when related to public officials, must be limited to the amount of BRL 100.00. If there is any higher value, it must be formally approved by the Chief Executive Officer (CEO).

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See Corporate Meals and Travel Policy for more information.

#### **4.4.7 Communication and Training**


It is incumbent upon the Compliance Area to ensure the appropriate training related to the Compliance and Anti-Corruption and Fraud Policy and update you whenever there is any relevant change in the legislation or in the current Internal Policy.

#### **4.4.8 Merger and Acquisition Movement**

The education sector has undergone profound changes. Part of our expansion plan is the strong movement of acquisitions and the implementation of governance structures in educational institutions.

Please find below some points that should be analyzed with greater caution, prior to the acquisition of the target company:

- I. excessive use of commercial representatives and/or third parties by the target company;
- II. whether the company has contracts with significant value involving public officials, public agencies or state-owned companies;
- III. whether the target company frequently participates in tenders or public bidding procedures;
- IV. whether there is a history of investigations subject to risks of non-compliance involving the target company; and
- V. whether there is an effective Compliance Program in the target company, flawed internal controls, lack or low frequency of anti-corruption training, both for direct and indirect employees and teachers, for better preparation of the adhesion plan.

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The prior analysis mentioned above shall be carried out by the M&A, Legal and Compliance Area, with rigor and seriousness, meeting the established technical criteria, as well as with the possible assistance of professionals from other applicable areas, regardless of the amount involved.

#### **4.4.9 Contracts with suppliers**

Afya Educacional contracts, especially those signed with the government, prior to their signature, must undergo the review of the Legal Department. All of our employees must be alert to warning signs, “red flags”, which may indicate that undue advantages or payments may occur, in order to guarantee compliance with the Anti-Corruption Law 12.846/13. The signs found are not necessarily evidence of the wrongful act; however, they raise suspicions and cases that need to be investigated until it is certain that these signs do not indicate problems.

Our employees must pay attention to any of the following examples of “red flags” referring to operations in which the payment/benefit may be received by a public official or family member, where:

- I. the supplier/customer is recommended by a public official;
- II. the supplier/customer requested excessive commission, paid in cash or otherwise irregular;
- III. the supplier/customer refuses to include reference to anti-corruption measures in the written contract;
- IV. the supplier/customer proposes an atypical financial scheme, such as requesting payment to a bank account in a country other than that in which the service is being provided or requesting payment to more than one bank account;
- V. the supplier/customer is controlled by a public official or his/her family members or has a close relationship with the government;

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- VI. the supplier/customer provides or requests dubious documents; and
- VII. the supplier/customer has a history of bribery.

#### **4.4.10 Ethics Channel**

The rules and procedures established in this document do not cover all situations that may arise in the day-to-day activities of the Company and our employees. Always use this Policy, our Code of Ethics and Conduct and our Conduct Management Procedure as general guidelines for making decisions.


Whenever you have doubts or testify or become aware of anything that conflicts with this Policy, inform your immediate supervisor, the Compliance Department or the Ethics Channel.

The e-mail address of the Ethics Channel is **etica@afya.com.br**, and you may access it through the following portal: **www.contatoseguro.com.br/afya** and phone number **0800 900 9050**. The Ethics Channel may be monitored by a specialized third party, as determined by the Board of Directors, at its sole discretion.

After receiving the report, the Compliance Area shall make the necessary inquiries, in order to check the events reported, and may request support from employees and internal specialists, or hire external support. It is the duty of the Compliance area to communicate the Company's Governance Committees in a timely fashion, as well as the Board of Directors, through reports of issues that may represent a material risk to the Company, whether in financial, image or strategic areas.

#### **4.4.11 Governmental Sanctions**

The "Anticorruption Law" provides for sanctions that make it possible to recover public assets more effectively, it is not only merely punitive, but also

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also seeks redress. Please find below some applicable sanctions:

- I. fine in the amount of up to 20% of the gross revenue of the fiscal year prior to the initiation of the administrative proceeding. In cases where it is not possible to determine the company's revenue, the judge of the process shall set an amount for the fine, which may vary from BRL 6 thousand to BRL 60 million;
- II. compensation of the damage caused to the Government;
- III. publication of the decision to convict the company involved, in national communication vehicles (which shall cause serious damage to the image and reputation of the company involved);
- IV. prohibition on receiving funds from public financial institutions or controlled by the government, for a minimum of one year and a maximum of five years;
- V. partial suspension or interdiction of its activities;
- VI. compulsory dissolution; and
- VII. loss of assets, rights or values that represent an advantage or profit directly or indirectly obtained from the violation.

#### **4.4.12 Internal Sanctions**

The stakeholder who fails to comply with any of the provisions provided for in this Policy, in the Code of Ethics and Conduct and all other Policies related to its performance in the Company, and the corresponding legislation, shall be exposing the Company to the penalties described above, being also subject to the resulting criminal implications deriving from non-compliance and, at the Company's discretion, dismissal with cause.

In addition to the Compliance and Anti-Corruption Policy and the Policies related to the area in which it operates, the member must comply with the Anti-Corruption Law

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and Decree 8.420/15, which establish sanctions on the Company, in case of non-compliance the following points:

The Company shall seek, whenever possible and within the best diligence, to individualize and specify the conduct that may be framed as a punishable crime in accordance with the Anti-Corruption Law, informing and collaborating with the competent authorities for the complete investigation and accountability of the individuals who commit them;

The responsibility of the recipients of this Policy shall also be determined and, if confirmed, they shall be held personally liable for the crimes committed, under the terms of the Anti-Corruption Law, and for any redress of damages sustained by the Company as a result of the commission of such acts;

The recipients of this Policy who have committed the harmful act and also those who are aware of it yet failed to come forward, shall be held equally responsible. Without prejudice to the legal penalties indicated above and also those resulting from the employment and/or service provision contract, the employee or member of the recipients of this Policy shall be responsible for any losses caused to the Company and/or to third parties.

The application of disciplinary measures shall be decided by the Internal Ethics Committee and, when necessary, by the Company's Board of Directors.

See Conduct Management Procedure for more information.