

ANTI-CORRUPTION POLICY
M. DIAS BRANCO S/A INDÚSTRIA E COMÉRCIO
DE ALIMENTOS

AUGUST 09, 2019

NON-CONTROLLED COPY

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TABLE OF CONTENTS

1. DEFINITIONS.....	Erro! Indicador não definido.
2. PURPOSE AND SCOPE	Erro! Indicador não definido.
3. REFERENCES	Erro! Indicador não definido.
4. ANTI-CORRUPTION LAW.....	Erro! Indicador não definido.
5. GENERAL GUIDELINES.....	Erro! Indicador não definido.
6. RELATIONSHIP WITH GOVERNMENT AUTHORITIES AND PUBLIC AGENTS.....	Erro! Indicador não definido.
7. RELATIONSHIP AND CONTRACTING WITH THIRD PARTIES.....	Erro! Indicador não definido.
8. WARNING SIGNS	Erro! Indicador não definido.
9. RECORDS AND CONTROLS	Erro! Indicador não definido.
10. COMMUNICATION AND TRAINING	Erro! Indicador não definido.
11. COMPLAINTS AND ETHICS CHANNEL.....	Erro! Indicador não definido.
12. RESPONSIBILITIES	22
13. POLICY VIOLATION	Erro! Indicador não definido.
14. TERM AND CHANGES	Erro! Indicador não definido.
15. FINAL DISPOSITIONS.....	Erro! Indicador não definido.

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ANTI-CORRUPTION POLICY - M. DIAS BRANCO S/A INDÚSTRIA E COMÉRCIO DE ALIMENTOS

1. DEFINITIONS

1.1 The terms and expressions listed below, when used in this Policy, in the singular or plural, will have the following meaning:

“Public Agent” – Any natural person, civil servant or not, of any level or hierarchy, who exercises - even if temporarily or without remuneration -, by election, appointment, designation, hiring or any other form of investiture or bond, mandate, position, employment or function in or to Government Authority; any individual who works for a service provider contracted or contracted to carry out activities typical of the Public Administration, as well as any leader of a political party, its employees or other persons who act for or on behalf of a political party or candidate for office public. A Public Agent shall be considered one who integrates this definition, whether national, foreign or who holds a position, job or function in international public bodies or organizations.

“Government Authority” – Any body, department or entity of the direct or indirect administration of any of the powers of the Union, States, Federal District or Municipalities; legal entity incorporated into public assets or entity for whose creation or funding the treasury has concurred or concurs with more than fifty percent of the assets or annual revenue (or over which the State or Government may, directly or indirectly, exercise a dominant influence by holding a majority of the subscribed capital, controlling a majority of votes or having the right to appoint a majority of members of management, governing body or supervisory board). Bodies, state entities or diplomatic representations of a foreign country, as well as bodies, entities and persons controlled, directly or indirectly, by the public authorities of a foreign country, international bodies or public organizations. The latter case includes sovereign wealth funds or an entity owned by a sovereign wealth fund.

“Valuables” – Money or any good, asset or benefit. Valuables include, but are not limited to (i) cash or the equivalent (including gift cards); (ii) gifts; (iii) entertainment; (iii) hospitality; (iv) benefits and favors (e.g. special access to some state agency); (v) loans of goods or equipment; (vi) provision of services that would otherwise need to be paid for or purchased; (vii) employment or consulting opportunities; (viii) payment of expenses or debts; (ix) granting of donations and sponsorships; and

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(x) business opportunities.

“Employees” – All employees, Directors (statutory or not), members of the Board of Directors, committee members (statutory or not), members of the Fiscal Council, apprentices and interns of the Company, regardless of their position or function.

“Company” or “M. DIAS BRANCO” – M. Dias Branco S/A Indústria e Comércio de Alimentos and its subsidiaries.

“Compliance” – Adherence and compliance with the applicable legal and regulatory standards, as well as the policies and guidelines established under the terms of the Company's Integrity Program.

“Corruption” – The act or effect of giving, promising, offering, authorizing, requesting or receiving in exchange, directly or indirectly, for oneself or for others, an undue advantage (pecuniary or not) for a Public Agent or the person equivalent to him that leads him to remove, act or fail to act in accordance with the law, morals and good customs. Any form of corruption will not be tolerated, whether in relation to Public Agents or Third Parties.

“Restriction Lists” – Obligatorily, but not restricted to (i) National Registry of Disreputable and Suspended Companies (CEIS); (ii) Register of Prevented Non-Profit Private Entities (CEPIM); (iii) National Register of Punished Companies (CNEP); (iv) National Register of Civil Convictions for Acts of Administrative Improbity (CNIA) of the National Council of Justice – CNJ; (v) List of Ineligible and Ineligible Persons of the Federal Court of Accounts – TCU.

“Close Member” – In relation to a person, his or her spouse or partner, consanguineous or similar, in a straight line (ascending or descending) or collateral, up to the second degree of kinship.

“Facilitation Payments” – Any payment or concession not provided for in an official rule or regulation of government bodies or regulatory agents, made to a Government Authority or Public Agent, to accelerate, facilitate and/or guarantee the execution of a “routine public action”, such as: (i) obtaining permits, authorizations, permissions, licenses or any other official documents; (ii) obtaining and processing government documents, such as visas and work applications; (iii) release of goods through customs/customs or scheduling of inspections; (iv) obtaining police protection/favor; (v) provision of

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mail collection and delivery services, telephony, electricity and water supply, cargo transportation or protection of goods against deterioration; and (vi) any other actions of a similar nature.

“Politically Exposed Person” – Public Agents who perform or have performed, in the last 5 (five) years, in Brazil or in countries, territories and foreign dependencies, positions, jobs or functions described in Resolution No. 29 of the Council for the Control of Financial Activities (COAF).

“Integrity Program” – It means the Company's Code of Ethics, policies and procedures, the Company's Whistleblowing Channel, as well as the set of measures established from time to time in order to guarantee integrity in its activities and comply with the requirements of the Anti-Corruption Law and legislation correlated.

“Third Parties” – Any individual or legal entity that is not an Employee of the Company or that is contracted to assist in the performance of its activities, such as partners, consortium members, representatives, suppliers, service providers in general, consultants, third parties, agents or intermediaries acting on behalf of the Company.

“Undue Advantage” – Any goods or benefits, tangible or intangible, including money and values, offered, promised or delivered with the aim of influencing or rewarding any act or decision of a Public Agent or Third Party.

2. PURPOSE AND SCOPE

2.1. The purpose of this Anti-Corruption Policy of M. Dias Branco S/A Indústria e Comércio de Alimentos (“Policy”) is to establish the rules, guidelines and methods to be observed by the Company's Employees and Third Parties in relationships with Government Authorities, Public Agents and other Company stakeholders. The objective is to provide effective means to prevent, identify and combat acts of corruption, bribery and fraud, as well as to preserve the integrity and transparency of the Company's business.

2.1.1. Additionally, this Policy aims to ensure compliance with the requirements imposed by Law No. 12,846, of August 1, 2013 (Anti-Corruption Law) and Decree No. 8,420, of March

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18, 2015, which provide for objective administrative and civil liability of legal entities for the practice of acts against the public administration, national or foreign. Likewise, it aims to comply with Law No. 8,429, of June 2, 1992, as amended (Administrative Improbity Law), Decree-Law No. 2,848, of December 7, 1940, as amended (Brazilian Penal Code), Law No. 9613, of March 3, 1998, as amended by Law No. 12683/12 (Crimes of Laundering or Concealment of Assets, Rights and Values), as well as other applicable laws and regulations related to administrative probity, public contracts and relationship with public authorities, in order to ensure that the conduct of its business is guided by the highest standards of integrity, legality, responsibility and transparency.

2.2. The provisions of this Policy must be interpreted together and complement the conduct guidelines established in the Code of Ethics and in other related policies and procedures.

2.2.1. In case of conflict between this Policy and other policies of the Company - or, even, with any situation in which the provisions of this Policy are more specific than the Code of Ethics or other policies -, Employees and Third Parties must apply the policy or the more restrictive procedure. In such circumstances, the Audit, Risks and Compliance Department must be informed so that it can deal with the conflict, advise it on the appropriate measures to be taken and, if necessary, after agreeing with the Audit Committee, recommend to the Audit Committee Corporate Governance that submits to the Company's Board of Directors the update of the respective policy or procedure. The Governance Committee may, at any time and regardless of provocation, submit recommendations to the Board of Directors to update this Policy.

2.3. This Policy will be disclosed to all Employees and Third Parties of the Company, and its knowledge is mandatory for all. The Company will provide constant training on this Policy, mainly for audiences related to activities that are more exposed to possible risks of corruption, with the Organizational Development area being responsible for keeping documented all the training that corroborates the application of this Policy by the Company.

2.3.1. This Policy does not exhaust all possible situations and behaviors that violate anti-corruption laws. That is, the Company will seek periodically to obtain formal confirmation from its Employees regarding their knowledge and understanding of the guidelines of its

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Integrity Program.

2.4. The rules established in this Policy apply to the Company and all its Employees and Third Parties.

2.4.1. In the case of companies invested in by M. DIAS BRANCO that are not its subsidiaries, the Company shall make its best efforts so that such companies adopt policies and practices in line with this Policy.

3. REFERENCES

3.1. This Policy was prepared in accordance with the following standards:

- (i) Law No. 12,846, of August 1, 2013 (“Anti-Corruption Law”);
- (ii) Decree No. 8,420, of March 8, 2015;
- (iii) Law No. 8,429, of June 2, 1992 (Administrative Improbity Law);
- (iv) Decree-Law No. 2,848, of December 7, 1940 (Brazilian Penal Code);
- (v) Law No. 9613, of March 3, 1998, amended by Law No. 12,683/12 (Crimes of Laundering or Concealment of Assets, Rights and Values);
- (vi) Law No. 12,813, of May 16, 2013 (Conflict of Interests Law for Public Agents);
- (vii) Law No. 8666, of June 21, 1993 (Bidding Law);
- (viii) Law n. 12,529/11 (Competition Defense Law);
- (ix) Company's Donations and Sponsorship Policy;
- (x) Company's Gifts, Entertainment and Hospitality Policy;
- (xi) Company's Purchasing (or Supplies) Policy;
- (xii) Company's Risk Management Policy; and
- (xiii) Company Code of Ethics.

4. ANTI-CORRUPTION LAW

The Anti-Corruption Law provides for the (objective) administrative and civil liability of legal entities

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for the practice of acts of corruption against national or foreign public administration.

By means of the Anti-Corruption Law, the legal entity has strict liability for the unlawful act committed by its employee, intermediary agent or representative that benefits or intends to benefit the company. In this way, the company will be liable for any act of corruption without the need to prove guilt or knowledge of those responsible for the company.

In order to carry out harmful acts, it is not necessary for the unlawful act to be carried out, it is enough to promise or offer undue advantages to Public Agents or persons related to them (e.g. Close Members of Public Agents).

The penalties provided for in the Anti-Corruption Law can be administrative, such as a fine on gross revenue and publication of the condemnatory decision in mass media, and/or judicial, such as the prohibition of receiving incentives or loans from public financial institutions or those controlled by the public authorities, forfeiture of assets and rights, obligation to repair the damage and suspension or dissolution of the company's activities.

The liability of the legal entity does not exclude the individual criminal responsibility of its administrators, Employees or any person who is the author or participant of the act of corruption against the Public Administration.

5. GENERAL GUIDELINES

5.1. The Company does not authorize, does not participate in and repudiates any and all practices or acts of corruption, whether with Public Agents and Government Authorities, under the terms of the Anti-Corruption Law, or with Third Parties and private entities, as well as adopts, through its Integrity Program, all necessary measures to carry out the Compliance of its activities.

Prohibited Practices

5.2. No person subject to this Policy may (non-exhaustive list):

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- (i) finance, fund, sponsor or in any way subsidize the practice of unlawful acts provided for in the legislation and/or in this Policy;
- (ii) use an interposed natural or legal person to hide or disguise their real interests or the identity of the beneficiaries of the acts performed;
- (iii) hinder the investigation or inspection activity of Government Authorities, bodies, entities or Public Agents, or intervene in their activities, including within the scope of regulatory agencies and supervisory bodies of the national financial system;
- (iv) may falsify documents, expense reports, financial records, brands or products, and the structuring of transactions in a way that circumvents approval processes and other internal controls;
- (v) may engage in embezzlement, corporate espionage and/or other unfair and anti-competitive practices;
- (vi) may promise, offer, authorize or make Facilitator Payments on behalf of and/or for the benefit of the Company;
- (vii) promise, offer, authorize or provide, directly or indirectly, Things of Valuables to a Public Agent or a third party related to him (e.g. Close Member of a Public Agent) with the aim of (a) influencing or rewarding an act or decision of such Public Agent (or as consideration for such act or decision); (b) induce the Public Agent to perform or omit any act; (c) induce the Public Agent to use his influence to affect or influence, for the benefit of the Company, any decision, act or resolution; (d) ensure personal gain that may impact the Company's interests; (e) obtain confidential information about business opportunities, bids or the activities of competitors; or (f) securing any Improper Advantage.

5.2.1. Persons subject to this Policy are also prohibited from promising, offering, authorizing, providing or receiving, directly or indirectly, Valuables from or to an individual or legal entity in the private sector, in order to secure any Improper Advantage.

5.3. If Public Agents or private agents approach, requesting payments or Undue Advantages to Employees in violation of the determinations of this Policy, they must be rejected immediately, expressly and unequivocally, and this fact must be communicated to the Audit Committee, through the channels of communication indicated in Clause 11 below. The members of the Audit Committee, in turn, must report directly to the Board of Directors.

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5.4. Violation of this Policy and/or the practice of any of the acts listed above by the Company, its Employees or Third Parties may result in civil and administrative sanctions against the Company, serious fines and criminal sanctions, including imprisonment, for the responsible individuals. As provided in Clause 4 above, this may result in the Company being prevented from contracting with the public administration.

Gifts, Entertainment, and Hospitality

5.5. The concession, offer, promise and/or receipt of gifts, gifts, entertainment and hospitality must observe the rules established in the Gifts, Entertainment, and Hospitality Policy and in the Company's Code of Ethics.

Donations and Sponsorships

5.6. The concession, offer and/or promise of donations and/or sponsorships must observe the rules established in the Donations and Sponsorships Policy and in the Company's Code of Ethics.

Money Laundering Prevention

5.7. Any and all financial transactions must be duly registered and accounted for. It is prohibited to receive funds in kind of dubious origin, payments into an individual's current account due to services provided by a legal entity, as well as financial operations without motivation or without plausible justification.

5.7.1. In case of doubt related to the transfer or receipt of amounts of unclear or unknown origin, it is essential that this fact be reported to the Audit, Risks and Compliance area of the Company. This notice must be given through the communication channels indicated in Clause 11 below.

Risk management

5.8. The Audit, Risks and Compliance area, in line with the Risk Management Policy, must prepare and periodically update a risk matrix of administrative or criminal offenses related to corruption, fraud, money laundering, cartel formation, among others. , which may cause liability or damage to the

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Company's reputation.

6. RELATIONSHIP WITH GOVERNMENT AUTHORITIES AND PUBLIC AGENTS

Relationship with government authorities and public agents

- 6.1. The relationship with government authorities and public agents shall represent the Company's institutional, operational, commercial and strategic interests, always based on transparency, legality, integrity and legitimacy.
- 6.2. In relations with Government Authorities and Public Agents, the Company's Employees and Third Parties must always behave in an honest and transparent manner, with the customary cordiality applicable to the business environment, maintaining a conduct that is absolutely adherent to the Company's Code of Ethics, this Policy and to all other internal policies in effect.
- 6.3. Employees and Third Parties must ensure accurate and complete communication, as well as keep recorded and documented all communications and dealings carried out on behalf of the Company with Public Agents and Government Authorities.
- 6.4. The addressing of matters of interest to the Company with Public Agents and Government Authorities must be carried out by people trained and authorized for this type of relationship, always through official channels, such as e-mail, telephone of public offices, letter, minutes, etc. The relationship with Public Agents and Government Authorities should always occur with a higher level of formalization and internal documentation of conversations, communications and meetings.
- 6.4.1. Specifically in the case of exchanging e-mails with Public Agents, the institutional e-mail address must always be used, both of the Public Agent in question and of the Employee or Third Party of the Company. That is, contact on behalf of the Company through private email addresses is prohibited.

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- 6.5. In case of personal contact with a Public Agent, this must occur in professional environments and during business hours, preferably with the participation of more than one representative of the Company (Employee or Third Party).
- 6.6. Meetings with Public Agents that aim to oblige or sign commitments on behalf of the Company must comply with the following formal procedures:
- (i) The participation of Company Employees and Third Parties must be previously approved by the Company's Statutory Board responsible for the area that gave rise to the meeting, by any means that proves its awareness, including the issuance of a power of attorney, pursuant to the Company's Bylaws;
 - (ii) The holding of meetings must be formally requested, using the channels or institutional procedures made available/used by the Government Authorities;
 - (iii) The meetings must preferably have the participation of more than one representative of the Company (Employee and/or Third Party);
 - (iv) Meetings must take place during business hours and in professional environments, preferably on the premises of the Company or Government Authorities;
 - (v) The meetings must contain a prior agenda, demonstrating the meeting schedule, the matters to be addressed and the potential participants; and
 - (vi) Minutes or another simplified type of record of the meeting must be drawn up, indicating the date, time and place of the meeting, its participants, the matters discussed and the resulting resolutions, even if these minutes are not ratified or signed by the Public Agents participating in the meeting.
- 6.6.1. The above procedures will be waived for meetings with Public Agents dealing with matters or acts of simple administrative routine. Practice must consider the need for registration in light of the imperatives of reasonableness and efficiency, dispensing with exacerbated formalism or the registration of commonplace and repeated practices in the relationship with Public Agents.
- 6.7. The Third Parties that may be used to make contact with Public Agents on behalf of the Company must be informed and expressly declare their knowledge of the guidelines set forth in the Code of Ethics, in this Policy and in the other applicable corporate policies of the Company.

Inspections promoted by Government Authorities and Public Agents

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6.8. The Company's Employees and/or Third Parties must allow, without any undue intervention, Government Authorities and/or Public Agents to carry out the inspections and/or inspections provided for by law, whenever requested.

6.8.1. Upon becoming aware of any inspection and/or inspection process promoted by a Governmental Authority that falls on the Company, the Employee and/or the Company's Third Party must immediately inform the Company's Legal sector.

6.8.2. During inspections and/or inspections, the guideline must be to provide access to requested documents and information, related to the competences of the Public Agent and Government Authority, within the legal limits, observing the following precautions:

- (i) It is prohibited to carry out acts to hinder or defraud inspection and/or inspection activities of Government Authorities or Public Agents;
- (ii) It is forbidden to corrupt inspectors, managers, auditors or any other Public Agents to carry out fraudulent measurements, inspections and/or inspections; and
- (iii) The Employee and/or the Company's Third Party must register the inspections received, indicating the date, name of the responsible Public Agent and summary of what was inspected, as well as sending the referred to the Company's Legal sector.

Tenders and Public Contracts

6.9. When participating in public bids or entering into contracts with the public administration, the Company and its Employees and Third Parties must comply with the provisions of Law No. 8666, of June 21, 1993 (Bidding Law) and other laws that govern public bids and contracts, including procedures related to waiver and unenforceability of bidding, as well as the rules inherent to these contracts.

6.10. In the event of public biddings and contracts, including concessions and public-private partnerships, any conduct aimed at:

- (i) frustrating or defrauding, through adjustment, combination or any other expedient, the competitive nature, or preventing, disturbing or defrauding the realization of any act of public bidding procedure;

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- (ii) removing or seeking to remove a bidder, through fraud or offering of advantage of any kind, is prohibited;
- (iii) defrauding public bidding or resulting contract is prohibited;
- (iv) fraudulently or irregularly creating a legal entity to participate in public tenders or enter into an administrative contract is prohibited;
- (v) fraudulently obtaining unnecessary benefit from modifications or extensions of contracts entered into with the public administration, without authorization by law, is prohibited. in the public bidding act or in the respective contractual instruments;
or
- (vi) manipulating or defrauding the economic-financial balance of contracts entered into with the public administration is prohibited.

Hiring Public Agents, Close Members of Public Agents or related persons

6.11. The hiring of Public Agents, Close Members of Public Agents or persons related by the Company must observe the following rules:

- (i) Hiring will only take place if there is no legal provision to prevent it, observing, including, the requirements of Law No. 12,813, of May 16, 2013 (Conflict of Interests Law for Public Agents);
- (ii) The hiring will never be carried out with the intention of influencing, directing the action or obtaining any type of advantage or benefit, whether in favor of the contractor or the Company;
- (iii) Hiring must observe the recruitment and selection process usually used by the Company, as well as be based on technical, objective and pre-established criteria by the requesting area, without any type of favoritism; and
- (iv) Hiring will only take place in the face of real need and the existence of a pre-existing vacancy.

6.12. Any Employee of the Company who is a Close Member of a Public Agent must report this fact to the Audit, Risks and Compliance area through the communication channels indicated in Clause 11 below, whenever this condition may generate suspicion or potential conflict of interest, as well as jeopardize a particular transaction or the reputation of the Company and its business.

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7. RELATIONSHIP AND CONTRACTING WITH THIRD PARTIES

General rules

7.1. All Third Parties, whether suppliers, consultants, representatives, service providers, intermediary agents and other partners who conduct business with the Company, for the Company or on behalf of the Company, shall act with the highest level of integrity.

7.2. Although external to the Company, when acting on behalf of M. DIAS BRANCO, all Third Parties must be aware of the guidelines provided for in this Policy and other internal rules that regulate their performance before Public Agents, Government Authorities or private entities, being expressly prohibited from executing, directly or indirectly, actions that may, in any way, characterize an act of corruption, with the consequent exposure of the Company to the penalties provided for in current legislation.

7.2.1. Third parties acting on behalf of the Company must adhere to the scope defined in the contract, and cannot, under any circumstances, carry out negotiations with Public Agents, Government Authorities or private entities that are not expressly provided for in the contract. They are also prohibited from making an offer or promise to Public Agents, Government Authorities or private entities, whether in the form of presents, gifts, entertainment, hospitality, money, favors or undue advantages, in the form of the Policy on Gifts, Gifts, Entertainment and Company Hospitality.

7.3. Subject to the provisions of this Clause 7, the hiring of Third Parties by the Company must be carried out responsibly, always observing the provisions of this Policy and other applicable internal rules (For example, the Company's Purchasing Policy and in particular clause 7.12). The objective is to continuously monitor the performance of Third Parties to mitigate potential risks of acts of corruption on behalf of the Company.

7.3.1. The Company undertakes to only hire Third Parties in the face of real need and without granting privileges or benefits of any nature.

In view of the possibility of joint liability for acts of corruption, the Company must establish

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commercial relationships with companies that are proven to be committed to ethical aspects and to the fight against corruption.

Integrity Due Diligence or Reputation Check

7.4. It is up to the Audit, Risks and Compliance Board to monitor compliance with the criteria for selecting contracts that must be preceded by a preventive assessment of corruption, reputation and integrity risks involving the Third Party, its partners, administrators, legal representatives and/or similar, as applicable), in order to determine (“Integrity Due Diligence”):

- (i) The history of corrupt practices, unethical and illegal conduct involving the Third Party;
- (ii) The Third Party's presence on Restriction Lists;
- (iii) If the individual (Third Party) to be hired is a Public Agent, Close Member of a Public Agent or Politically Exposed Person;
- (iv) If the legal entity (Third Party) to be hired employs a Public Agent, Close Member of a Public Agent or Politically Exposed Person;
- (v) If the legal entity (Third Party) to be hired is managed by a Public Agent, Close Member of a Public Agent or Politically Exposed Person;
- (vi) If the corporate structure of the legal entity (Third Party) to be hired is composed of a Public Agent, Close Member of a Public Agent or Politically Exposed Person;
- (vii) If the Third Party to be hired has expertise, experience and other qualifications to perform the purpose of the contract;
- (viii) The health and financial capacity of the Third Party; and
- (ix) The Third Party's adherence to the requirements set forth in this Policy.

7.4.1. In addition to the procedures carried out prior to contracting, the Integrity Due Diligence may be carried out (i) periodically, in order to verify possible changes in the scenario after contracting the Third Party; or (ii) due to suspected corruption, tort, fraud or other non-compliance issues involving the contracted Third Party.

7.5. The Integrity Due Diligence procedure will take place through publicly available information on search engines, screening sources, questioning the contacts provided, registrations and public restriction lists and/or other legally accessible tools.

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- 7.6. The Audit, Risks and Compliance Board will be responsible for carrying out the Integrity Due Diligence procedures, according to the criteria above or at the request of the manager responsible for the contracting area.
- 7.7. After carrying out the integrity analyses, the Audit, Risks and Compliance Board will issue its opinion on the case with the appropriate recommendations to be followed by the responsible areas.
- 7.8. If the Integrity Due Diligence procedure identifies Warning Signs or any other situation of risk of corruption, reputation or integrity, the Audit, Risks and Compliance Department may establish an internal integrity procedure, providing the Third Party with the opportunity to clarify the issue.
- 7.9. Based on the clarifications made, the Audit, Risks and Compliance Board will issue an opinion recommending the continuation or not of contracting/continuing the contractual relationship.
- 7.9.1. In the event of an unfavorable opinion, the process may be submitted to the Audit Committee for consideration, in case the contract in question is of great strategic importance for the Company's business.
- 7.10. All Integrity Due Diligence processes carried out must be filed by the Audit, Risks and Compliance Department and treated with confidentiality and secrecy by all those involved.
- 7.11. As a condition for the proper fulfillment of its duties and functions, the Audit, Risks and Compliance Board is authorized to obtain access to any and all information belonging to the Company, pursuant to **Annex II** of this Policy.

Anti-Corruption Clause

- 7.12. All contracting of Third Parties and other business partners by the Company must be in line with the Company's Purchasing Policy and, according to its criteria, be duly formalized by contractual instrument. In this sense, the existence of an anti-corruption clause will be mandatory, substantially

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drafted in the form of **Annex I** of this Policy, in which the parties must declare knowledge of the Anti-Corruption Law and related legislation and undertake to fully comply with its provisions, upon refraining from any activity that constitutes or may constitute a violation of said law.

7.12.1. Failure to comply with the anti-corruption clause may generate several sanctions against the offending party, including the suspension or termination of the contract, without prejudice to other applicable measures.

7.12.2. It will be up to the Legal Department to review and approve the anti-corruption clauses, under the terms of this Policy.

Payments

7.13. Any and all payments made to Third Parties must observe the provisions of law, the Company's internal rules for payments, contractual instruments, as well as the following rules:

- (i) Payments will not be made in cash or via bearer document, except in exceptional cases, with authorization from the board (statutory or not) of the requesting area;
- (ii) Payments will only be made to a bank account owned by the contracted Third Party;
- (iii) All payments will follow the approval levels regularly established in the Company's other internal procedures (eg Purchasing Policy); and,
- (iv) Proof will be required with the real value of the contracted business and other information necessary for the proper registration of the operation.

Joint Ventures, Consortia, Mergers, and Acquisitions

7.14. The performance, by the Company, of corporate reorganization operations, mergers and acquisitions (M&A) or formation of joint ventures and consortia must be preceded by an analysis that proves the suitability and legal compliance of the target company, before the conclusion of the closing of the deal, in order to avoid the risk of succession for liabilities arising from any violations of the Anti-Corruption Law eventually committed by the target company.

8. WARNING SIGNS

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- 8.1. In addition to the provisions set forth in this Policy, the Company's Employees and Third Parties, within the scope of their activities, must pay attention to certain situations that may constitute indications of the occurrence of acts of corruption, fraud, money laundering or bribery ("Warning Signs").
- 8.2. The existence of a Warning Sign will not necessarily be considered proof of illegality, nor will it automatically disqualify Employees or Third Parties. However, the existence of an Alert Signal must be communicated immediately to the Ethical Channel indicated in Clause 11 below, or in its unavailability directly to the Audit, Risks and Compliance Board, so that the fact can be duly investigated.
- 8.3. Examples of Warning Signs are the following situations (non-exhaustive list):
- (i) Atypical or extremely complex contracting structures without reasonable grounds;
 - (ii) Payments offered or made in cash;
 - (iii) Expenses with extravagant gifts, entertainment or hospitality involving a Public Official, Close Member of a Public Official or Politically Exposed Person;
 - (iv) Request to hire a Third Party appointed by a Public Agent, Close Member of a Public Agent or Politically Exposed Person;
 - (v) Payments in an excessively high amount for the business in question or not consistent with the contractor's profile;
 - (vi) Payments for services not rendered;
 - (vii) Payments to unidentified bank accounts, when made;
 - (viii) Payments to bank accounts in a country other than the contractor's headquarters or branch;
 - (ix) Payment of expressive amount as commission;
 - (x) When the Third Party has a history of misconduct or involvement in matters related to corruption, unethical or potentially illegal acts;
 - (xi) When the Third Party is controlled or managed by a Public Agent, Close Member of a Public Agent or Politically Exposed Person;
 - (xii) When the Third Party provides or requests an invoice and/or other documents of dubious origin;

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- (xiii) When the Third Party refuses or tries to hinder the inclusion of anti-corruption clauses in the contractual instrument;
- (xiv) When the Third Party does not have an office, qualifications, facilities or employees compatible with its activity; or
- (xv) When the Third Party is a recently incorporated legal entity or does not have historical information on the company or the market.

8.3.1. The Warning Signs mentioned above do not make up an exhaustive list, so that the signs of irregularity may vary depending on the nature of the operation, the request for payment and/or expense, as well as the geographic location of the business carried out.

9. RECORDS AND CONTROLS

- 9.1. In compliance with applicable laws, in particular the Anti-Corruption Law, the Company's books and accounting records must be kept complete and updated, so that they reflect the accounting-financial transactions/operations in an exact and detailed manner.
- 9.2. All transactions/operations must be recorded and documented in accordance with applicable accounting standards and laws, supported by original documents, invoices, receipts, expense reports and accounting books, which must be kept for the period established by law.
- 9.3. It is prohibited to enter or record transactions/operations in an obscure manner or omit them, partially or completely, from accounting controls and records. No undisclosed or unrecorded ledger accounts shall be maintained for any purpose.

10. COMMUNICATION AND TRAINING

- 10.1. Corporate communication and training actions must aim to disseminate and disseminate the rules and practices provided for in this Policy and in the Company's Integrity Program, especially those related to compliance/integrity and anti-corruption issues, in compliance with

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the provisions of the Anti-Corruption Law.

- 10.2. Compliance communication and training actions must observe the general guidelines established in **Annex III** of this Policy.

11. COMPLAINTS AND ETHICS CHANNEL

- 11.1. Within the scope of their attributions, all Employees and Third Parties are obliged to immediately communicate any (i) Alert Signal; (ii) violation or suspected violation of this Policy; (iii) violation or suspected violation of the Anti-Corruption Law; (iii) situation that may characterize a conflict of interests; (iv) violation or suspected violation of the Code of Ethics; and (v) knowledge of a fact that could harm the Company and its business.
- 11.2. The communications mentioned above must be made, in an identified or anonymous manner, directly to the Ethics Channel.

11.2.1. The Ethics Channel, operated by an independent company, may also be used in cases of doubts, suggestions or requests for guidance. In addition to the Ethics Channel, the Audit, Risks and Compliance Board and the Legal Board can also be consulted directly in cases of doubts, suggestions or requests for guidance.

11.2.2. The Ethics Channel is a free instrument available by telephone, e-mail, internet, whose contact details must be widely disseminated on the website, intranet, and printed materials posted at the Company's units.

- 11.3. Any and all complaints submitted to the Ethics Channel will be treated, to the extent permitted by applicable law, in a strictly confidential manner.
- 11.4. The existence, progress and results of the investigation of any allegation will not be disclosed and/or discussed with people who do not have a legitimate need to have access to the information, in order to avoid any damage to the reputation of the denounced or suspected persons.

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- 11.5. All complaints received by the Company related to non-compliance with this Policy will be duly investigated and investigated by the Audit, Risks and Compliance Board in compliance with the Company's internal investigation protocol, the Code of Ethics and applicable laws.
- 11.6. The Company does not allow any act of threat, intimidation or retaliation against any person who (i) files a report in good faith or the claim of violation of this Policy or the Anti-Corruption Law, or (ii) expresses its doubts, suspicions or concerns regarding this matter.
- 11.7. In order to ensure the effectiveness and improvement of this Policy, the Audit, Risks and Compliance Board must carry out continuous monitoring of anti-corruption guidelines, supervising compliance and report any irregularities to the Audit Committee and, consequently, to the Board of Management. The periodic analysis of risks to prepare the necessary adaptations to this Policy is an indispensable measure for the effective prevention of irregularities, in addition to enabling the interruption of detected infractions and remedying the damage caused.
- 11.8. As a condition for the proper fulfillment of its duties and functions, the Audit, Risks and Compliance Board is authorized to obtain access to any and all information belonging to the Company, pursuant to **Annex II** of this Policy.

12. RESPONSIBILITIES

12.1. The Company's senior management is responsible for:

- demonstrating its commitment and support for the Integrity Program, adhering to and supervising anti-corruption procedures, in addition to disclosing the Company's values and commitments.
- Demonstrating its commitment and support for the Integrity Program, participating, whenever possible, in the Company's compliance communication and training actions, in accordance with the guidelines established in **Annex III** of this Policy.

12.2. It is incumbent upon the Audit, Risks and Compliance area:

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- Clarify any doubts about the application of the guidelines set forth in this Policy.
- Receive reports and deal appropriately with cases of communication from Company Employees who are Close Members of Public Agents.
- Carry out Integrity Due Diligence procedures and establish and conduct internal integrity procedures, under the terms set forth in this Policy.
- Keep documented all information obtained during the Integrity Due Diligence processes.
- Receive, analyze and deal appropriately with the Alert Signals and Complaints received.
- to act in compliance communication and training actions in accordance with the general guidelines and responsibilities established in Annex III of this Policy.
- Carry out continuous monitoring of anti-corruption guidelines, supervising compliance.
- Implement the Integrity Program, improving it according to existing risks or new risks that may be identified.
- Submit the corruption cases found to the competent management bodies, as applicable.

12.3. It is the responsibility of the Organizational Development area:

- to act in compliance communication and training actions in accordance with the general guidelines and responsibilities established in Annex III of this Policy.

12.4. The legal area is responsible for:

- reviewing and approving the legal instruments, in particular the anti-corruption clauses, under the terms of this Policy.
- clarifying any doubts about the application of the guidelines set forth in this Policy.
- to act in compliance communication and training actions in accordance with the general guidelines and responsibilities established in Annex III of this Policy.
- receiving and keeping records of reports from Employees and Third Parties regarding inspection and/or inspection processes carried out by Public Agents and Government Authorities. If they are of a tax nature, report to the tax legal area.

12.5. The Communication area is responsible for:

- to act in compliance communication and training actions in accordance with the

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general guidelines and responsibilities established in Annex III of this Policy.

12.6. Accounting is responsible for:

- keeping the Company's books and accounting records complete and up-to-date, so that they reflect the accounting-financial transactions/operations accurately and in detail.
- ensuring that the internal control environment mitigates potential risks of accounting fraud, in compliance with applicable regulations.

12.7. It is incumbent upon the Statutory Boards to:

- authorize the participation of Employees and Third Parties in meetings with Public Agents whose purpose is to sign commitments and make decisions on behalf of the Company.

12.8. It is incumbent upon the Audit Committee to:

- decide on the hiring of a Third Party of great strategic importance for the Company's business, in the event of an unfavorable opinion in the Integrity Due Diligence process.
- process non-compliance with the obligations and rules established in this Policy and resolve on it, as applicable.

12.9. It is incumbent upon the Corporate Governance Committee to:

- analyze and recommend, when necessary, any changes and revisions to this Policy.
- monitor and review the Integrity Program, improving it according to existing risks or new risks that may be identified.

12.10. It is incumbent upon the Board of Directors to:

- approve any changes and revisions to this Policy.
- regulate cases not covered by this Policy.
- process non-compliance with the obligations and rules established in this Policy and resolve on it, as applicable.

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13. POLICY VIOLATION

13.1. Failure to comply with this Policy will subject the violator to disciplinary sanctions, in accordance with the Company's internal rules (e.g. the Company's Code of Ethics), without prejudice to the applicable administrative, civil and criminal sanctions, attributable to the competent authorities.

13.1.1. Employees and/or Third Parties who, demonstrably, use in bad faith when communicating, in the form of Clause 11 above, possible violations of the guidelines of this Policy or known false facts will also be subject to sanctions.

14. TERM AND CHANGES

14.1. This Policy enters into force on the date indicated below, after being approved by the Company's Board of Directors. Any alteration or revision must be submitted to the Board of Directors.

15. FINAL DISPOSITIONS

Validity: from January 2, 2020.

1st version: August 9, 2019.

Responsible for the document:

<i>Stage</i>	<i>Responsible</i>
<i>Preparation</i>	Audit, Risk and Compliance Board Legal Department
<i>Revision</i>	Corporate Governance Committee
<i>Revision</i>	Audit Committee
<i>Approval</i>	Board of Directors

Change log:

<i>Version</i>	<i>Modified Item</i>	<i>Reason</i>	<i>Date</i>
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Audit Committee

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00	Original version	N/A	09.08.19
01	Item 10 and Annex III	Details of communication procedures and compliance training.	09.08.19

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ANNEX I

ANTI-CORRUPTION CLAUSE MODEL

This is the Company's standard anti-corruption clause - it must be used in all situations provided for in this Policy.

Eventual variations of this clause can only be considered if previously approved by the Company's Legal Department or by the Legal Area of the respective business.

“The Parties declare to be aware of the rules for preventing corruption and money laundering provided for in the internal policies of M. DIAS BRANCO, in current Brazilian legislation and in all international commitments assumed by Brazil, especially in Law 12.846/2013 (Brazilian Corporate Anti-Corruption Law), Law No. 9613/98 and Law No. 8429/1992 (Administrative Improbity Law). In this way, they undertake to faithfully comply with them and base their activities and relationships on the highest legality and morality, by themselves and their partners, administrators, representatives, employees, advisors, related parties and Employees, as well as to demand the same from third parties contracted by them, being obliged to repudiate any and all harmful acts, especially against the public administration and property, national or foreign, or that violates the principles of public administration, obliging each other, in the exercise of the rights and obligations set forth in this Agreement and in compliance with any of its provisions, to:

I) not to promise, offer or give, directly or indirectly, an undue advantage to a public agent, or a third party related to him;

II) not to finance, fund, sponsor or in any way subsidize the practice of illicit acts provided for in the referred legislation;

III) not to use, in any way, this Agreement as a way to obtain any type of benefit or advantage in disagreement with the provisions of the legislation referred to in this clause;

IV) adopt the best practices for monitoring and verifying compliance with anti-corruption laws, with the aim of preventing acts of corruption, fraud, illicit practices or money laundering;

V) in any way, not to defraud this Agreement, as well as not to perform any actions or omissions that constitute an illegal or corrupt practice, under the terms of Law No. 12.846/2013 or any other applicable laws or regulations, even if not related to this Agreement”.

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ANNEX II

MANDATE OF THE AUDIT, RISKS AND COMPLIANCE BOARD

Introduction

The Audit, Risks and Compliance areas are independent and objective assurance and consultancy activities guided by the philosophy of adding value to improve the operation of M. Dias Branco S.A. and its subsidiaries (“Company” or “Organization”). They assist the Company in achieving its objectives by providing a disciplined approach to assessing and increasing the effectiveness of governance, risk management and the internal control environment in its businesses.

Role

The activity and responsibility of the Audit, Risks and Compliance areas are established by the Board of Directors and the Audit Committee, as part of their supervisory duties.

Performance

The Audit, Risks and Compliance areas will adhere to the mandatory guidelines of the Institute of Internal Auditors (IIA) including the “Definition of Internal Auditing”, the “Code of Ethics”, and the “International Standards for the Professional Practice of Auditing Internal” (“Standards”). These mandatory guides constitute principles of fundamental requirements for professional practice and for evaluating the effectiveness of the performance of the activity in these areas. “Practice Advice”, “Practice Guides”, and “Positions” will also be adopted, as applicable. Additionally, the Audit, Risks and Compliance areas will adhere to the policies and procedures of M. Dias Branco S.A. and their respective internal manuals.

Authority

With strict responsibility for confidentiality and safeguards, the Audit, Risks and Compliance areas are authorized to have complete, free and unrestricted access to any and all documents, information, records, property, and people relevant to the performance of their projects. All employees and third parties must support the Audit, Risks and Compliance areas in fulfilling their role and responsibilities. The Audit, Risks and Compliance areas also have free and unrestricted access to the Board of Directors and the Audit Committee.

Organization

The Audit, Risks and Compliance Officer will functionally report to the Audit Committee, and consequently to the Board of Directors. Administratively, he will report to the Chairman of M. Dias Branco S.A. The Audit, Risks and Compliance Officer communicates and interacts directly with the Board of Directors, in executive meetings or in meetings of the Board itself, as necessary.

The Board of Directors, through the Audit Committee, its advisory body, will approve:

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- ❖ The Internal Audit's mandate and scope of action;
- ❖ The annual Audit, Risk and Compliance plan;
- ❖ The annual budget and resources of the Audit, Risk and Compliance Board;
- ❖ The performance assessment of the Audit, Risks and Compliance Board;
- ❖ Hiring and/or dismissal of the Audit, Risks and Compliance Officer;
- ❖ The fixed and variable remuneration of the Director of Audit, Risks and Compliance;

Independence and Objectivity

The Audit, Risks and Compliance areas will remain free from interference by any element in the Organization, with regard to issues related to sampling, scope, test protocols, frequency, timing, and content of their work and reports in order to allow the maintenance of necessary independence and objective mental attitude. Internal auditors will not have direct operational responsibility or authority over any of the audited activities. In this sense, they will not implement internal controls, develop procedures, install systems, prepare accounting records, or participate in any other activity that may restrict their judgment as internal auditors. Internal auditors will exhibit the highest level of professional objectivity in gathering, evaluating, and communicating information about the activity or process under review. Audit, Risk and Compliance professionals will carry out balanced assessments of all relevant circumstances and will not be unduly influenced by their own interests or those of others in forming their judgments. The Audit, Risks and Compliance Director will confirm to the Board of Directors, through the Audit Committee, at least annually, the organizational independence of the Internal Audit activity.

Responsibility

The scope of action of the Audit, Risks and Compliance areas includes, but is not limited to, examining and evaluating the adequacy and effectiveness of the Organization's governance, risk management and internal control environment; as well as the quality of performance in carrying out the responsibilities assigned to achieve the Organization's goals and objectives. This includes:

- ❖ Evaluate the exposure to risks related to the achievement of the Organization's strategic objectives;
- ❖ Evaluate the reliability and completeness of the information and the means used to identify, measure, classify and report such information;
- ❖ Assess established systems to ensure compliance with policies, plans, procedures, legislation and regulations that could have a significant impact on the Organization;
- ❖ Evaluate the means of safeguarding the assets and, as appropriate, verify the existence of these assets;
- ❖ Evaluate the effectiveness and efficiency with which each resource is applied;
- ❖ Evaluate operations or programs to certify that their results are consistent with established objectives and targets, and that they are being executed as planned;
- ❖ Monitor and evaluate governance processes;
- ❖ Monitor and evaluate the effectiveness of the risk management process;
- ❖ Evaluate the quality of the external auditor's performance and the degree of coordination with the Internal Audit;

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- ❖ Carry out consulting and advisory services related to governance, risk management and internal controls, at the convenience of the Company;
- ❖ Periodically report the status of the purpose, authority, responsibility and performance of the Audit, Risk and Compliance areas;
- ❖ Report exposures to significant risks and internal control issues, including fraud risks, governance issues, and other matters necessary or required by the Board of Directors;
- ❖ Evaluate specific operations, upon request of the Board of Directors or the Company's Management.

Annual Audit, Risk and Compliance Plan

At least annually, the Audit, Risks and Compliance Officer will submit the area's planning for review and approval by the Audit Committee, and consequently, by the Board of Directors. The Annual Plan will consist of the Audit, Risk and Compliance project schedule, as well as the budget and resource requirements (eg systems, people, infrastructure, etc.) for the next fiscal year. The Audit, Risks and Compliance Officer will communicate the impact of resource limitations and any organizational changes. The Annual Plan will be developed by prioritizing processes in the auditable universe, using a risk-based methodology, and considering suggestions and recommendations from the Board of Directors, Audit Committee and board of directors (whether statutory or not). The Audit, Risks and Compliance Officer will review and adjust the Annual Plan, if necessary, in response to any changes in the Company's business environment, governance, risks, operations, systems and controls. Any significant deviation from the approved Annual Plan will be communicated to the Audit Committee and disclosed in the periodic activity reports.

Reporting and Monitoring

A formal report will be prepared and issued by the Director of Audit, Risk and Compliance, or designated team, upon completion of each Annual Plan project, and distributed to statutory and non-statutory directors involved in the processes and activities included in the project. The results of all projects will be reported to the Audit Committee, which, at its discretion, will report to the Board of Directors on relevant topics. Reports from the Audit, Risks and Compliance areas will include recommendations and action plans implemented or to be implemented in order to mitigate the risks addressed. For risks that, eventually, the Company's Management deems it not possible or feasible to establish corrective actions within a period of twelve months, a risk acceptance instrument will be formalized in accordance with the Risk Policy of M. Dias Branco S.A., in force at the time. The Audit, Risks and Compliance Board will be responsible for properly monitoring the action plans agreed upon by the governance support bodies (e.g.: Internal Audit, Risk Management, Compliance, External Audit, consultancies, regulatory bodies, etc.) operational. All action plans will remain open under monitoring until the related risk is adequately addressed. The Audit, Risks and Compliance Officer will report on the implementation of the action plans to the Board of Directors, the Audit Committee, and the statutory or non-statutory board of directors.

Quality Certification and Improvement Program

The Audit, Risks and Compliance areas will maintain a periodic program (every five years at the most) for quality certification and improvement of its processes, which encompasses all aspects of its activity and

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function. The program will include assessment of the compliance of its activities with practices issued by The IIA, or other reputedly competent institutions, and with applicable internal procedures. The program will also evaluate the efficiency and effectiveness of the activity of the Audit, Risks and Compliance areas and will identify opportunities for improvement. The Audit, Risks and Compliance Officer will communicate the results of this program to the Audit Committee.

Fortaleza – CE, _____, _____

CEO - President

Audit Committee Coordinator

Chairman of the Board of Directors

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ANNEX III

M. DIAS BRANCO S/A INDÚSTRIA E COMÉRCIO DE ALIMENTOS - GENERAL COMMUNICATION AND COMPLIANCE TRAINING GUIDELINES

1. PURPOSE AND SCOPE

- 1.1. Corporate communication and training actions should aim to disseminate and disseminate the rules and practices provided for in the Company's Integrity Program, especially those related to compliance/integrity and anti-corruption issues, in compliance with the provisions of the Anti-Corruption Law.
- 1.2. The guidelines established in this document apply to the Company, its subsidiaries and all its Employees and Third Parties (as applicable).

2. COMMUNICATION PLAN

2.1. To ensure that all Employees and Third Parties (as applicable) know and understand the anti-corruption rules and practices provided for in the Integrity Program and in the Anti-Corruption Law, the Company, through the Communication area and the Audit, Risks and Compliance Department, will prepare and will annually implement a communication plan (endomarketing) to disseminate ethical and anti-corruption rules and conduct.

2.1.1. The communication plan must necessarily define the following aspects:

- (i) Target Audience;
 - (ii) Objectives and central themes;
 - (iii) Types of communication actions to be employed;
 - (iv) Frequency; and,
 - (v) Managers responsible for preparing, executing and monitoring communication actions.
- 2.2. The communication actions foreseen in the communication plan must be supported by an exclusive budget managed by the Communication area, so that the effectiveness of the communication actions is guaranteed.
- 2.3. Whenever possible, communication actions should count on the presence and commitment

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of the Company's top management, in order to highlight the importance of the topics and the Company's engagement in favor of integrity actions.

2.4. All and any action related to the Company's communication plan must be elaborated in simple and accessible language to the recipients.

2.5. The actions of the communication plan may comprise the following activities, without prejudice to others that the Communication area and the Audit, Risks and Compliance Board deem relevant:

- (i) Institutional emails: electronic communications, to be forwarded by top management and/or by the Audit, Risks and Compliance Board to Employees and Third Parties (as applicable), containing guidance on the Integrity Program;
- (ii) Message from the CEO: written or audiovisual communications from the CEO of the Company, prepared jointly with the Communication and Audit, Risks and Compliance areas and intended for Employees, Third Parties and the external public (as applicable), containing manifestations of support from senior management for the Integrity Program and ethical and anti-corruption issues in general;
- (iii) Institutional Videos: institutional videos, to be made available on the Internet and/or the Company's intranet, containing educational topics about the Integrity Program and other ethical and anti-corruption issues;
- (iv) Electronic Signatures (Emails): periodic updates of Employees' electronic signatures, in order to reinforce the main guidelines contained in the Company's Integrity Program;
- (v) Desktop Screensavers: screen savers on the desktop of the Company's computers and notebooks containing simple messages that refer to the Integrity Program. The content of the messages must be renewed periodically;
- (vi) Notice Boards, Totems and Banners: bulletin boards, totems and banners, to be distributed throughout the Company's facilities, containing relevant messages about the Integrity Program, in an inviting tone for everyone to participate and engage in the process;
- (vii) Specific Stickers on the Reporting Channel: essential information about the Company's Whistleblowing Channel to be displayed on "adhesive" notice boards at strategic points in all of the Company's premises;
- (viii) Folders: leaflets in "folder" format, to be distributed to Employees and Third Parties (as applicable), presenting, in a practical and enlightening way, the basic principles of the Integrity Program;

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- (ix) Social media: the Company's pages on social networks must periodically present messages that reflect the main guidelines of the Integrity Program and the Company's engagement with ethical and anti-corruption issues;
 - (x) Company website: the Company's website containing all the information about the Integrity Program and the communication and training actions regarding compliance and anti-corruption;
 - (xi) Comics about the Integrity Program: comic strips (comics) containing playful instructions on the Integrity Program, especially intended for Employees and Third Parties (as applicable) who have limited access to the Company's digital resources;
 - (xii) Didactic Version of the Code of Ethics: updated and simplified version of the Company's Code of Ethics, to be distributed in print or online, with the aim of facilitating the understanding and absorption of the most relevant points of the Integrity Program by Employees and Third Parties (as applicable); and
 - (xiii) Events: Any updates to the Integrity Program that lead to significant changes in its content must be accompanied by informative events that allow wide dissemination to the internal public (Employees and Third Parties), such as breakfasts, seminars, lectures, workshops, etc.
- 2.6. Communication actions must be carried out continuously and periodically, so that the dissemination of ethical and anti-corruption rules and conduct effectively reach their target audience.
- 2.7. In addition to the regular communication actions provided for in the communication plan, specific actions will be carried out with Employees and Third Parties, as the case may be, on the following occasions:
- (i) Whenever there is a relevant change/update of the Code of Ethics and/or the policies that make up the Company's Integrity Program;
 - (ii) Every August 1st, the date on which the Anti-Corruption Law was enacted; and,
 - (iii) Every December 9th, the International Anti-Corruption Day is celebrated.

3. TRAINING PLAN

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3.1. The Company must maintain a periodic and constant training plan for its Employees and Third Parties (as applicable), with the aim of disclosing and disseminating the anti-corruption rules and practices provided for in the Integrity Program and in the Anti-Corruption Law, as well as to guarantee the highest level of adherence by Employees and Third Parties (as applicable) to said rules and practices.

3.1.1. The frequency of training, which, under any circumstances, cannot exceed three (3) years, will depend, among other factors, on the level of exposure to risks, so that the areas of the Company most exposed to integrity risks should receive training more frequently than the others.

3.1.2. In the event of a relevant change/update of the Code of Ethics and/or of the policies that make up the Company's Integrity Program, the Company shall call for refresher training so that the affected Employees and/or Third Parties are updated on such changes within 6 (six) months of said change/update.

3.2. The Audit, Risks and Compliance Board, the Legal Board and the Organizational Development Board, together, will prepare and annually implement the compliance training program, which must define, necessarily, the following aspects:

- (i) Target Audience;
- (ii) Goals;
- (iii) Program content;
- (iv) Training formatting;
- (v) Frequency; and,
- (vi) Managers responsible for preparing, implementing and monitoring training.

3.3. Training must be supported by an exclusive budget managed by the Organizational Development Board, so that the effectiveness of training actions is guaranteed.

3.4. Whenever possible, training should be attended and committed by the Company's senior management, in order to highlight the importance of the topics and the Company's engagement in favor of integrity actions.

3.5. The training must obligatorily be attended by (i) all Company Employees related to activities

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more exposed to possible integrity risks, including senior management members; and (ii) Third parties previously selected by the Audit, Risks and Compliance Board, according to the risk exposure of the respective contracting area.

3.6. The training will be carried out in the following cases:

- (i) Initial Training. General training on the Integrity Program to be carried out (a) within 12 (twelve) months from the date of approval of the Company's Anti-Corruption Policy, with all Employees and selected Third Parties; and (b) at the beginning of the relationship between the Company and the Employees and/or selected Third Parties (i.e. admission and/or hiring). At the end of the initial training, selected Employees and Third Parties will receive copies of the Company's Code of Ethics and the policies that make up the Company's Integrity Program;
- (ii) Refresher Training. In addition to the mandatory initial training, refresher training will be periodically applied to all selected Employees and Third Parties, according to the frequency to be defined in the training plans, observing the guidelines set forth in items 3.1.1 and 3.1.2 above; and
- (iii) Specific Trainings. In addition to periodic training (initial and refresher training), the Company may eventually carry out specific training aimed at the areas of the Company most exposed to integrity risks.

3.7. Training may be formatted in the following ways, without prejudice to others that the Audit, Risks and Compliance, Legal and Organizational Development Boards deem relevant:

- (i) Onsite (in company)
- (ii) Videoconference/Teleconference (in company)
- (iii) Quiz/Mock Tests
- (iv) Workshops
- (v) External Training; and,
- (vi) Lectures.

3.8. In order to ensure the effectiveness of the training, the Audit, Risks and Compliance Board may suggest to the competent bodies, as the case may be, to apply corrective measures to Employees and/or Third Parties (as applicable) who, unjustifiably, do not respond to the calls for training on compliance matters, observing the guidelines of the Code of Ethics and the Company's Consequences Policy.

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3.9. The Organizational Development area must keep on file any and all documentation proving the participation of Employees and Third Parties in training (e.g. attendance list, certificate, etc.), as well as any and all related material, for a minimum period of 5 (five) years from the date of completion of the respective training. Said documents must be presented to the Government Authorities whenever requested or necessary.

4. RESPONSIBILITIES

4.1. It is incumbent upon the Board of Directors and the Statutory Board to:

- demonstrate their commitment and support to the Integrity Program, participating, whenever possible, in the Company's compliance communication and training actions.

4.2. It is incumbent upon the Audit, Risks and Compliance Board to:

- clarify any doubts about the application of the guidelines set forth in this document.
- Develop and implement, annually, a communication plan (endomarketing) to disseminate the Company's ethical and anti-corruption rules and conduct;
- Support the Communication area for the preparation and implementation of communication plans.
- Prepare and implement, annually, the Company's compliance training program.
- Select (or dismiss) Employees and/or Third Parties for mandatory training.
- Select Employees and/or Third Parties from areas of the Company most exposed to corruption risks for specific compliance training.
- Suggest to the Ethics Committee the application of corrective measures to Employees and/or Third Parties (as applicable) who, unjustifiably, do not respond to calls for training in compliance matters.

4.3. The Communication area is responsible for:

- Develop and implement, annually, a communication plan (endomarketing) to disseminate the Company's ethical and anti-corruption rules and conduct;
- Support the Audit, Risks and Compliance Board for the preparation and implementation of

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communication plans.

- Manage exclusive budget for communication actions.

4.4. It is incumbent upon the Organizational Development Board to:

- prepare and implement, annually, the Company's compliance training program.
- manage the exclusive budget allocated to compliance training.
- keep on file any and all documentation proving the participation of Employees and Third Parties in training (e.g. attendance list, certificate, etc.), as well as any and all related material.

4.5. It is incumbent upon the Legal Department to:

- prepare and implement, annually, the Company's compliance training program.

* * *

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