

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

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# ANTI-CORRUPTION POLICY FROM 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, both in singular and plural, shall have the following meaning:

**“Public Officer”** – Any individual, whether civil servant or not, from any level or hierarchy, who exercises, even temporarily or without remuneration, through election, appointment, designation, hiring or any other form of investiture or bond, mandate, position, employment or function in or for a Government Authority; any individual who works for a contractor or contracted service provider to perform typical Public Administration activities, as well as any political party leader, their employees or other persons who act for or on behalf of a political party or candidate for a public office. An individual who meets this definition, whether national or foreign, or who is employed or holds a position or function in international public bodies or organizations, will be considered a Public Officer.

**“Government Authority”** - Every organization, department or entity of direct or indirect administration from any power of the Union, States, Federal District or Cities, legal entity incorporated to the public estate, or entity for which creation or costing the public funding has competed or competes with more than fifty per cent of the estate or annual revenue, or on which the State or Government may, directly or indirectly, have dominant influence (for owning the majority of the capital subscribed, controlling most votes, or having the right to appoint most members of the administration, managing group or fiscal council); as well as organizations, state entities or diplomatic representations from foreign country, as well as organizations, entities and persons controlled, directly or indirectly, by the public power from a foreign country, international public organizations or organisms, including sovereign funds or an entity owned by a sovereign fund.

**“Item of Value”** – Cash or any other good, asset or benefit. Items of value include, but are not limited to: (i) cash or equivalent (including gift cards); (ii) gifts; (iii) entertainments; (iii) hospitalities; (iv) benefits and favors (e.g. special access to a state-owned agency); (v) loans of goods or equipment; (vi) provision of services that, in any other manner, would need to be paid or purchased; (vii) job or consulting opportunities; (viii) payment of expenses or debts; (ix) granting of donations and sponsorships; and (x) business opportunities.

**“Employees”** – All hired employees, Directors (statutory or not), members of the Board of Management, members of committees (statutory or not), members of the Fiscal Council, apprentices and interns in the Company, regardless of the position or job done.

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

***“Compliance”*** – Adhere to and follow applicable legal and regulatory rules, as well as policies and guidelines established on 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 another person, undue advantage (financial or not) to Public Officer or a person equivalent to a Public Officer that leads such person to step away, act or cease to act in accordance to the law, moral and costumes. No form of corruption, whether in relation to Public Officers or Third Parties, will be tolerated.

***“Restriction Lists”*** – Necessarily, but not restricted to, (i) National Registration of Unsuitable and Suspended Companies (CEIS); (ii) Registration of Blocked Non-Profit Private Entities (CEPIM); (iii) National Registration of Punished Companies (CNEP); (iv) National Registration of Criminal Convictions for Actions of Administrative Misconduct (CNIA) from the National Justice Council – CNJ; (v) List of de Disabled and Unsuitable Parties from the Federal Audit Court – TCU.

***“Close Member”*** – In relation to a person, their spouse or partner, blood-related or similar, in straight line (upward or downward) or collateral, up to the second degree of family relations.

***“Facilitating Payments”*** – Any payment or grant not included in rule or official regulation from government organizations or regulatory agents, made to a Government Authority or Public Officer, to accelerate, facilitate and/or guarantee the execution of “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 requests; (iii) clearing merchandises in customs or scheduling inspections; (iv) obtaining police protection/favor; (v) providing services for collecting and delivering mail, telephony, supply of electric power and water, transporting cargo or protecting merchandises against deterioration; and (vi) any other actions similar in nature.

***“Politically Exposed Person”*** – The Public Officers who perform or have performed, over the past five (5) years, in Brazil or other countries, territories and foreign facilities, jobs, positions or functions described in the Resolution number 29 from the Financial Activity Control Council (COAF).

***“Integrity Program”*** – It means the Company’s Code of Ethics, policies and procedures, its Complaint Channel, as well as the set of measures established from time to time with the goal of

ensuring integrity in its activities and meet the requirements from the Anti-Corruption Law and related legislation.

***“Third Parties”*** – Every individual or legal entity that is not a Company Employee or that is hired to help perform its activities, such as partners, consortium members, representatives, suppliers, service providers in general, consultants, outsourced parties, agents or intermediates that act on behalf of the Company.

***“Undue Advantage”*** – Any good or benefit, tangible or intangible, including money and sums, offered, promised or given with the purpose of influencing or rewarding any act or decision from a Public Officer or Third Party.

## 2. PURPOSE AND SCOPE

**2.1.** This Anti-Corruption Policy from M. Dias Branco S/A Indústria e Comércio de Alimentos (“Policy”) has the purpose of establishing the rules, guidelines and methods to be followed by the Company’s Employees and Third Parties in the relationships with Government Authorities, Public Officers and other Company stakeholders, in order to prevent, identify and fight acts of corruption, bribery and frauds, as well as preserve the integrity and transparency of the Company’s business.

2.1.1. The purpose of this Policy is also to ensure the compliance with the requirements established by the Law number 12846, from August 1, 2013 (Anti-Corruption Law) and by Decree number 8420, from August 18, 2015, concerning the objective administrative and criminal responsibility of legal entities for practicing acts against the public, national or foreign, administration, Law number 8429, of June 2, 1992, as amended (Law on Administrative Misconduct), Decree Law number 2848, of December 7, 1940, as amended (Brazilian Penal Code), Law number 9613, of March 3, 1998, as amended by Law number 12683/12 (Crimes of Laundering or Occultation of Assets, Rights and Values), as well as by other applicable laws and regulations related to administrative conduct, public contracts and relationship with the public power, in order to ensure that conducting its business is based on the highest standards of integrity, legality, responsibility and transparency.

**2.2.** The provisions from this Policy must be interpreted together and complement the guidelines on conduct 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 from the Company, or any situation where the provisions from this Policy are more specific than the Code of

Ethics or other policies, Employees and Third Parties shall enforce the more restrictive policy or procedure. In such circumstances, the Audit, Risks and Compliance Directorate shall be inform so that it can address the conflict, recommend the proper arrangements to be made and, if necessary, after the Audit Committee agrees, recommend to the Corporate Governance Committee to submit to the Company's Board of Management the update on the respective policy or procedure. The Governance Committee may, at any time and regardless of the cause, submit to the Board of Management recommendations to update this Policy.

**2.3.** This Policy will be disclosed to all Company Employees and Third Parties, and its knowledge is mandatory for everyone. The Company will arrange for constant training sessions on this Policy, especially for publics related to activities more exposed to eventual risks of corruption, with the Organizational Development area being responsible for keeping documented all training sessions that corroborate the enforcement of this Policy by the Company.

2.3.1. This Policy does not encompass all possible situations and behaviors of infraction to the anti-corruption laws; thus, the Company will aim at obtaining periodically the formal confirmation from its Employees concerning the knowledge and understanding of the guidelines from its 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 partnerships with investment from M. DIAS BRANCO that are not its controlled companies, the Company shall make its best efforts so that such partnerships adopt policies and practices that are in line with this Policy.

### **3. REFERENCES**

**3.1.** This Policy was developed in compliance with the following rules:

- (i) Law number 12846, from August 1st 2013 ("Anti-Corruption Law");
- (ii) Decree number 8420, from March 8, 2015;
- (iii) Law number 8429, from June 2, 1992 (Law on Administrative Misconduct);
- (iv) Decree Law number 2848, from December 7, 1940 (Brazilian Penal Code)
- (v) Law number 9613, from March 3, 1998, amended by Law number 12683/12 (Crimes of Laundering or Occultation of Goods, Rights and Values);
- (vi) Law number 12813, from May 16, 2013 (Law on Conflict of Interests for Public Officers);

- (vii) Law number 8666, from June 21, 1993 (Law on Tenders);
- (viii) Law number 12529/11 (Law on Defense of Competition);
- (ix) Company's Policy on Donations and Sponsorships;
- (x) Company's Policy on Gifts, Souvenirs, Entertainments and Hospitalities;
- (xi) Company's Policy on Purchases (or Supplies);
- (xii) Company's Policy on Risk Management; and
- (xiii) Company's Code of Ethics.

#### **4. ANTI-CORRUPTION LAW**

The Anti-Corruption Law concerns the (objective) administrative and civil responsibility of legal entities for practice of acts of corruption against national or foreign public administration.

Through the Anti-Corruption Law, the legal entity becomes objectively responsible for the illicit act committed by its employee, intermediate agent or representative that benefits or intends to benefit the company; that is, the company will respond for any act of corruption without the need to prove that the persons responsible for it are guilty or knowledgeable.

To conduct harmful acts, it is not necessary that the illicit act becomes concrete; it is sufficient to promise or offer undue advantages to Public Officers or people related to them (e.g. Members who are Close to Public Officers).

The penalties established in the Anti-Corruption Law may be administrative, such as fine over gross sales and publication of decision to condemn in mass media outlets, and/or judicial, such as prohibiting to receive incentives or loans from public financial institutions or those controlled by the public power, announcement of loss of assets and rights, obligation to repair the damage, and suspension or dissolution of the company's activities.

The accountability of the legal entity does not exclude the individual criminal responsibility of its managers, employees or any individual who is author or participate of acts of corruption against the Public Administration.

#### **5. GENERAL GUIDELINES**

**5.1.** The Company does not authorize, does not take part on, and rejects each and any practice or act of corruption, whether with Public Officers and Government Authorities, in the terms of the Anti-Corruption Law, or with Third Parties and private entities, and it also adopts, through its Integrity Program, all measures necessary for compliance by its activities.

## ***Forbidden Practices***

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

- (i) Finance, pay for, sponsor or subsidize in any way the execution of illicit acts included in the legislation and/or in this Policy;
- (ii) Use an individual or legal entity as an intermediate to hide or dissimulate real interests or the identity of beneficiaries of acts executed;
- (iii) Hamper activity of investigation or examination by Government Authorities, organizations, entities or Public Officers, or intervene in their operation, including in the scope of regulatory agencies and organizations that inspect the national financial system;
- (iv) Falsify documents, expense reports, financial records, brands or products, and structure transactions in order to defraud approval processes and other internal controls;
- (v) Endeavor in embezzlement, deviation, corporate espionage and/or other disloyal and/or anti-competition practices;
- (vi) Promise, offer, authorize or make Payments of Facilitators on behalf and/or in benefit of the Company;
- (vii) Promise, offer, authorize or give, directly or indirectly, Items of Value to a Public Officer or third party related to them (e.g. Close Member to Public Officer) with the goal of: (a) influencing or rewarding an act or decision from such Public Officer (or as a counterpart to such act or decision); (b) inducing the Public Officer to conduct or omit any act; (c) inducing the Public Officer to use their influence to affect or influence, in benefit of the Company, any decision, act or resolution; (d) ensuring personal gain that may impact the interests of the Company; (e) obtaining classified information about business opportunities, tenders, or activities from competitors; or (f) ensuring any Undue Advantage.

5.2.1. The people subject to this Policy are also forbidden to promise, offer, authorize, give or receive, directly or indirectly, Items of Value from or to an individual or legal entity from the private sector, with the goal of ensuring any Undue Advantage.

**5.3.** If Public Officers or private agents request payments or Undue Advantages to Employees in a breach to the determinations of this Policy, they must be rejected immediately, expressly and unmistakably, and such fact must be notified to the Audit Committee, through the communication channels indicated on Clause 11 below. The members of the Audit Committee, on their turn, must report directly to the Board of Management.



**5.4.** The execution of any of the aforementioned acts by the Company, its Employees or Third Parties and/or the violation to this Policy may result in civil and administrative sanctions against the Company, including prison, for the accountable individuals, and the Company may be prevented from hiring with the public administrative, as established on Clause 4 above.

***Gifts, Souvenirs, Entertainments and Hospitalities***

**5.5.** Granting, offering, promising and/or receiving gifts, souvenirs, entertainments and hospitalities must comply with the rules established in the Policy on Gifts, Souvenirs, Entertainments and Hospitalities and in the Code of Ethics from the Company.

***Donations and Sponsorships***

**5.6.** Granting, offering and/or promising donations and/or sponsorships shall comply with the rules established in the Policy on Donations and Sponsorships and in the Code of Ethics from the Company.

***Preventing Money Laundering***

**5.7.** Each and every financial transaction must be duly registered and accounted for. It is forbidden to receive funds in cash from a doubtful source, payments in checking account from individuals due to services provided by legal entities, as well as financial operations without motivation or plausible justification.

5.7.1. In case of doubt related to transferring or receiving values of unclear or unknown origin, it is mandatory that such fact is reported to the Company's Audit, Risks and Compliance area, through the communication channels indicated on Clause 11 below.

***Risk management***

**5.8.** The area of Audit, Risks and Compliance, in line with the Policy on Risk Management, shall develop and update periodically a risk matrix on practice of administrative or criminal illicit acts related to corruption, fraud, money laundering, formation of cartel, among others, that may lead to accountability by or damage to the reputation of the Company.

**6. RELATIONSHIP WITH GOVERNMENT AUTHORITIES AND PUBLIC OFFICERS**

***Relationship with Government Authorities and Public Officers***

**6.1.** The relationship with Government Authorities and Public Officers shall represent the institutional, operational, commercial and strategic interests of the Company, always being based on transparency, legality, integrity and legitimacy.

**6.2.** In relationships with Government Authorities and Public Officers, the Company's Employees and Third Parties shall always behave with integrity and transparency, with the usual cordiality applicable to the business environment, maintaining a conduct absolutely adherent to the Company's Code of Ethics, to this Policy and to all other internal policies in force.

**6.3.** Employees and Third Parties must zeal for precise and complete communication, as well as for keeping all communications and discussions made on behalf of the Company with Public Officers and Government Authorities registered and documented.

**6.4.** Topics of interest from the Company with Public Officers and Government Authorities shall be addressed by people qualified and authorized for this type of relationship, always through official channels, such as e-mail, phone number of public bureaus, letters, minutes, etc. The relationship with Public Officers and Government Authorities must always be carried out with the highest level of formalization and internal documentation on conversations, notifications and meetings.

6.4.1. Specifically in the case of exchanging e-mails with Public Officers, the institutional electronic address must always be used, both from the Public Officer in question and from the Company's Employee or Third Party, with the contact on behalf of the Company through private e-mail addresses being prohibited.

**6.5.** In case of personal contact with Public Officer, such contact shall occur in professional environments and during work hours, preferably with the participation from more than one Company representative (Employee or Third Party).

**6.6.** Meetings with Public Officers that have the goal of enforcing or signing commitments on behalf of the Company shall follow these formal procedures:

- (i) The participation from the Company's Employees and Third Parties shall be approved in advance by the Company's Statutory Directorate responsible for the area that generated the meeting, by any method that prove its awareness, including issuance of proxy, in the terms of the Company Bylaws;
- (ii) Holding the meetings shall be formally requested, using the institutional channels or procedures made available/used by the Government Authorities;
- (iii) The meetings shall be attended preferably by more than one representative from the Company (Employee and/or Third Party);

- (iv) The meetings shall be held during commercial hours and in professional environments, preferably within the facilities of the Company or of the Government Authorities;
- (v) The meetings shall have a preview of the agenda, demonstrating its scheduling, topics to be addressed, and potential attendees; and
- (vi) A minute or another simplified type of recording of the meeting, shall be prepared, indicating date, time and place of the meeting, its attendees, topics addressed and resulting deliberations, even if such minute is not ratified or signed by the Public Officers that attend such meeting.

6.6.1. The procedure above will be dismissed for meetings with Public Officers that address simple routine administrative issues or acts. The practice must weigh the need for recording due to imperatives of reasonability and efficiency, giving up on exaggerated formalism or registration of routine repeated practices in the relationship with Public Officers.

**6.7.** Third Parties who eventually are used for making contact with Public Officers on behalf of the Company shall be informed and expressly declare awareness of the guidelines included in the Code of Ethics, in this Policy, and in other corporate Company policies that may apply.

#### ***Inspections by Government Authorities and Public Officers***

**6.8.** The Company's Employees and/or Third Parties shall allow, without any undue intervention, that Government Authorities and/or Public Officers conduct the inspections and/or investigations established by law, whenever requested.

6.8.1. When becoming knowledgeable of any process of inspection and/or investigation promoted by a Government Authority on the Company, the Company Employee and/or Third Party shall report the fact immediately to the Company's Legal department.

6.8.2. During the inspections and/or investigations, it is necessary to have as a guideline the availability of access to documents and information requested, related to the competences of the Public Officer and Government Authority, within the legal limits, following these precautions:

- (i) It is forbidden to act to hamper or defraud inspection and/or investigation activities by Government Authorities or Public Officers;
- (ii) It is forbidden to corrupt inspectors, managers, auditors, or any other Public Officers to conduct fraudulent measurements, inspections and/or investigations; and

- (iii) The Company Employee and/or Third Party shall register the inspections received, with indication of date, name of the Public Officer responsible, and synthesis of what was inspected, as well as send it to the Company's Legal department.

### ***Tenders and Public Contracts***

**6.9.** By taking part on public bids or entering into agreements with the public administration, the Company and its Employees and Third Parties must comply with the provisions from Law number 8666, of June 21, 1993 (Law on Tenders) and other laws that rule tenders and public contracts, including procedures related to exemption from and lack of requirement for bidding, as well as rules inherent to such contracts.

**6.10.** In case there are tenders and public contracts, including awarding and public-private partnerships, any conduct is forbidden when in the sense of:

- (i) Thwart or defraud, through adjustment, combination or any other resource, the competitive nature, or prevent, disturb or fraud the execution of any public tender procedure;
- (ii) Remove or ask to remove a bidder, through fraud or offer of any type of advantage;
- (iii) Defraud public tender or contract resulting from it;
- (iv) Create, in a fraudulent or irregular manner, legal entity to take part on public tender or enter into administrative agreement;
- (v) Obtain ulterior benefit, in a fraudulent manner, from changes or extensions of contracts entered into with the public administration, without authorization by law, in the call for public tender, or in the respective contract instruments; or
- (vi) Manipulate or defraud the economic-financial balance of contracts entered into with the public administration.

### ***Hiring Public Officers, Members who are Close to Public Officers, or related persons***

**6.11.** Hiring Public Officers, Members who are Close to Public Officers, or related persons by the Company shall follow these rules:

- (i) It will only be possible to hire if there is no legal forecast preventing it, also complying with the requirements from Law number 12813, from May 16, 2013 (Law on Conflict of Interests for Public Officers);

- (ii) Hiring can never be done with the purpose of influencing, guiding the performance, or obtaining any type of advantage or benefit, whether for the contracted party or for the Company;
- (iii) Hiring must follow the recruiting and selection process normally used by the Company, and also be based on technical, objective criteria pre-established by the requesting area, without any type of favoring; and
- (iv) Hiring will only occur due to the actual need and existence of pre-existing vacancy.

**6.12.** Any Company Employee who is a Member Close to a Public Officer shall report such fact to the area of Audit, Risks and Compliance through the communication channels indicated on Clause 11 below, whenever such condition may generate suspicion or possible conflict of interest, and also jeopardize certain transaction or the reputation of the Company and its business.

## **7. RELATIONSHIP AND HIRING WITH THIRD PARTIES**

### ***General Rules***

**7.1.** All Third Parties, whether suppliers, consultants, representatives, service providers, intermediate agents or other partners that conduct business with the Company, by the Company or on behalf of the Company, must 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 shall be aware of the guidelines included in this Policy and other internal rules that regulate their work with Public Officers, Government Authorities or private entities, being expressly forbidden to execute, directly or indirectly, actions that may somehow characterize an act of corruption, with the consequent exposure of the Company to the penalties included in the legislation in force.

7.2.1. Third Parties acting on behalf of the Company shall stick to the scope defined in contract, and cannot, under any circumstances, negotiate with Public Officers, Government Authorities or private entities that are not expressly included in contract. They are also forbidden to offer or promise to Public Officers, Government Authorities, or private entities, whether as gifts, souvenirs, entertainments, hospitalities, money, favors or undue advantages, in the form of Gifts, Souvenirs, Entertainments and Hospitalities by the Company.

**7.3.** Following what is established on this Clause 7, Third Parties must be hired by the Company responsibly, always complying with the provisions from this Policy and other applicable internal rules (e.g. Company's Policy on Purchases), especially clause 7.12, so that the

work by Third Parties is constantly monitored, in order to mitigate potential risks from acts of corruption on behalf of the Company.

7.3.1. The Company is committed to only hiring Third Parties considering the real need and without giving privileges or benefits of any nature.

7.3.2. Due to the possible solidary accountability for acts of corruption, the Company shall establish commercial relations with companies proven to be committed to ethical aspects and to the fight against corruption.

#### ***Due Diligence on Integrity or Reputation Checking***

7.4. The Audit, Risks and Compliance Directorate is responsible for meeting the criteria for selecting hires that must be preceded by preventive assessment on risks of corruption, reputation and integrity involving the Third Party, its partners, managers, legal representatives and/or similar, as applicable, in order to investigate (“Due Diligence on Integrity”):

- (i) This history of corruption practices, anti-ethical and illegal conducts involving the Third Party;
- (ii) The presence of the Third Party in Restriction Lists;
- (iii) If the individual (Third Party) to be hired is a Public Officer, Member Close to Public Officer, or Politically Exposed Person;
- (iv) If the legal entity (Third Party) to be hired employs a Public Officer, Member Close to Public Officer, or Politically Exposed Person;
- (v) If the legal entity (Third Party) to be hired is managed by a Public Officer, Member Close to Public Officer, or Politically Exposed Person;
- (vi) If the list of partners of the legal entity (Third Party) to be hired includes a Public Officer, Member Close to Public Officer, or Politically Exposed Person;
- (vii) If the Third Party to be hired has specialization, experience and other qualifications to execute the object of hiring;
- (viii) The financial solidity and capability of the Third Party; and
- (ix) The adherence by the Third Party to the requirements included in this Policy.

7.4.1. In addition to the procedures conducted before hiring, the Due Diligence on Integrity may be conducted (i) periodically, to check possible changes of scenario after hiring the Third Party; or (ii) due to suspected corruption, illicit act, fraud or other non-compliance issues involving the Third Party hired.

7.5. The procedure for Due Diligence on Integrity will be conducted through information made publicly available in search engines, sources of triage, questions to the contacts provided, registrations and public lists of restriction and/or other legally accessible tools.

7.6. The Audit, Risks and Compliance Directorate will be responsible for executing the procedures of Due Diligence on Integrity, according to the criteria above or by request from the manager responsible for the hiring area.

7.7. After conducting the integrity analyses, the Audit, Risks and Compliance Directorate will issue its report on the case with the due recommendations to be followed by the responsible areas.

7.8. If the procedure of Due Diligence on Integrity identifies Warning Signs or any other situation of risk of corruption, to the reputation or to integrity, the Audit, Risks and Compliance Directorate may start an internal procedure on integrity, offering the Third Party the possibility of clarifying the issue.

7.9. From the clarifications made, the Audit, Risks and Compliance Directorate will issue a report recommending or advising against hiring/continuing the contractual relationship.

7.9.1. In the hypothesis of unfavorable opinion, the process may be submitted to the Audit Committee for appreciation, if the hiring in question has major strategic relevance for the Company business.

7.10. All processes of Due Diligence on Integrity conducted shall be archived by the Audit, Risks and Compliance Directorate and handed with confidentiality and secrecy by everyone involved.

7.11. As a condition for the adequate performance of its duties and functions, the Audit, Risks and Compliance Directorate is authorized to obtain access to each and every information belonging to the Company, within the terms of **Annex II** from this Policy.

### ***Anti-Corruption Clause***

7.12. Each hiring of Third Parties and other business partners by the Company shall be in line with the Company's Policy on Purchases and, according to its criteria, be duly formalized by a contractual instrument. In this sense, the anti-corruption clause will be mandatory, written substantially in the form of **Annex I** from this Policy, where the parties must declare knowledge on the Anti-Corruption Law and correlated legislation and commit to fully comply with its provisions, by abstaining from any activity that constitutes or may constitute a breach of the aforementioned law.

7.12.1. The non-compliance with the anti-corruption clause may generate different sanctions to the breaching party, including the contract suspension or termination, without interfering with other applicable measures.

7.12.2. The Legal department will be responsible for reviewing and approving the anti-corruption clauses, within the terms of this Policy.

### ***Payments***

**7.13.** Each and every payment made to Third Parties shall comply with what is set forth by law, by the Company's internal rules on payments, on contractual instruments, and also the following rules must be complied with:

- (i) No payments will be made in cash or via document to the bearer, except in exceptional cases, through authorization from directors (statutory or not) from the requesting area;
- (ii) The payments will only be made in a bank account owned by the Third Party hired;
- (iii) All payments will follow the approval levels regularly established in the other internal procedures from the Company (e.g. Policy on Purchases); and
- (iv) An evidence with the actual value of the business hired and other information necessary for the due recording of the operation will be required.

### ***Joint Ventures, Consortia, Mergers and Acquisitions***

**7.14.** The execution, by the Company, of partnership reorganization operations, mergers and acquisitions (M&A), or establishment of joint ventures and consortia shall be preceded by an analysis that proves the integrity and legal compliance of the target company, before concluding the deal, to avoid risk of succession by liabilities resulting from any infractions to the Anti-Corruption Law eventually committed by the target company.

## **8. WARNING SIGNS**

**8.1.** In addition to the provisions established in this Policy, the Company's Employees and Third Parties, within the scope of their activities, shall pay attention to certain situations that may configure indications of acts of corruption, fraud, money laundering or bribery ("Warning Signs").

**8.2.** The existence of a Warning Sign will not be considered, necessarily, proof of illegality, nor will it disqualify Employees or Third Parties automatically. However, the existence of a Warning



Sign must be notified immediately to the Ethics Channel indicated on Clause 11 below, or, if it is unavailable, directly to the Audit, Risks and Compliance Directorate, so that the fact can be duly investigated.

**8.3.** The following situations are examples of Warning Signs (list not categorical):

- (i) Atypical or extremely complex hiring structures with no reasonable foundation;
- (ii) Payments offered or made in cash;
- (iii) Expenses with extravagant gifts, entertainments or hospitalities involving a Public Officer, Member Close to Public Officer, or Politically Exposed Person;
- (iv) Request to hire Third Party appointed by Public Officer, Member Close to Public Officer, or Politically Exposed Person;
- (v) Payments in value excessively high for the deal in question or not matching the contracted party's profile;
- (vi) Payments for services not provided;
- (vii) Payments to bank accounts not identified, when made;
- (viii) Payments to bank accounts in a different country from the headquarters or branch of the contracted party;
- (ix) Payment of considerable value as a commission;
- (x) When the Third Party has a history of misconduct or involvement in topics related to corruption, unethical or potentially illegal acts;
- (xi) When the Third Party is controlled or managed by Public Officer, Member Close to Public Officer, or Politically Exposed Person;
- (xii) When the Third Party gives or requests invoice and/or other documents of doubtful origin;
- (xiii) When the Third Party refuses or tries to make difficult to include anti-corruption clauses in the contractual instrument;
- (xiv) When the Third Party has no office, qualifications, facilities or employees compatible with their activity; or
- (xv) When the Third Party is a legal entity established recently or has no background information in the company or the market.

8.3.1. The aforementioned Warning Signs do not comprise a categorical list, so the indications of irregularity may vary due to the nature of the operation, request for payment and/or expense, and also due to the geographical location of the deal made.

## 9. **RECORDS AND CONTROLS**

**9.1.** In compliance with the applicable laws, especially the Anti-Corruption Law, the Company's ledgers and accounting records shall be maintained complete and up to date, so that they reflect the accounting/financial transactions/operations precisely and thoroughly.

**9.2.** All transactions/operations shall be registered and documented according to accounting rules and applicable laws, being proven by original documents, invoices, receipts, expense reports and ledgers, which shall be kept during the period established by law.

**9.3.** It is forbidden to launch or register transactions/operations in an obscure way or omit them, partially or completely, from accounting controls and records. No bookkeeping account not disclosed or not registered shall be maintained for any purpose.

## **10. COMMUNICATION AND TRAINING**

**10.1.** The communication and corporate training actions shall have the purpose of disclosing and disseminating the rules and practices included in this Policy and in the Company's Integrity Program, especially the ones related to the themes of compliance/integrity and anti-corruption, complying with what is established on the Anti-Corruption Law.

**10.2.** The actions for communication and training on compliance shall follow the general guidelines established on **Annex III** of this Policy.

## **11. COMPLAINTS AND ETHICS CHANNEL**

**11.1.** Within the scope of their attributions, all Employees and Third Parties necessarily have to inform immediately any (i) Warning Sign; (ii) violation or suspected violation to this Policy; (iii) violation or suspected violation to the Anti-Corruption Law; (iv) situation that may characterize conflict of interests; (v) violation or suspected violation to the Code of Ethics; and (vi) knowledge of fact that may negatively affect the Company and its business.

**11.2.** The aforementioned notifications shall be made, with identification or anonymously, directly to the Ethics Channel.

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

11.2.2. The Ethics Channel is a free instrument available via phone, e-mail and internet, which contact info must be widely displayed on the website, intranet, and in fixed printed materials at the Company's units.

**11.3.** Each and every complaint presented to the Ethics Channel will be addressed, as much as permitted by the applicable legislation, in a strictly confidential manner.

**11.4.** The existence, the progress and the results from the investigation of any complaint will not be disclosed and/or discussed with people who have no legitimate need to access the information, to prevent any damage to the reputation of reported or suspect people.

**11.5.** All complaints received by the Company related to the non-compliance with this Policy will be duly investigated and verified by the Audit, Risks and Compliance Directorate, following the Company's internal protocol on investigation, 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) presents a report on good faith or complains about a violation to this Policy or to the Anti-Corruption Law, or (ii) manifests their doubts, suspicions or concerns in relation to this subject.

**11.7.** In order to ensure the effectiveness and enhancement of this Policy, the Audit, Risks and Compliance Directorate shall continuously monitor the anti-corruption guidelines, inspecting their execution and reporting to the Audit Committee and, consequently, to the Board of Management, any irregularity detected that impacts the Company business. The periodical analysis of risks to develop the necessary adaptations in this Policy is a crucial measure for effectively preventing irregularities, and also makes feasible to interrupt infractions detected and remediate the damages generated.

**11.8.** As a condition for the adequate performance of its duties and functions, the Audit, Risks and Compliance Directorate is authorized to obtain access to each and every information belonging to the Company, within the terms of **Annex II** from this Policy.

## **12. RESPONSIBILITIES**

**12.1.** The top Company management is responsible for:

- Demonstrating its commitment and support to the Integrity Program, adhering to and supervising the procedures for fighting corruption, and also for disclosing values and commitments from the Company.
- Demonstrating its commitment and support to the Integrity Program, participating, whenever possible, of communication and training actions by the

Company concerning compliance, according to the guidelines established on **Annex III** of this Policy.

**12.2.** The area of Audit, Risks and Compliance is responsible for:

- Clarifying eventual doubts concerning the application of guidelines included in this Policy.
- Receiving the reports and giving adequate treatment to the cases of notification on Company Employee who is a Member Close to Public Officer.
- Conducting the procedures for Due Diligence on Integrity, and starting and conducting internal procedures on integrity, within the terms included in this Policy.
- Maintaining documented every piece of information obtained during the processes of Due Diligence on Integrity.
- Receiving, analyzing and giving proper treatment to Warning Signs and Complaints received.
- Working on actions for communication and training on compliance according to the general guidelines and responsibilities established on **Annex III** of this Policy.
- Continuously monitoring the anti-corruption guidelines, inspecting their execution.
- Implementing the Integrity Program, enhancing it according to existing risks or new risks that may be identified.
- Submitting the cases of corruption verified to the relevant administration organizations, as applicable.

**12.3.** The Organizational Development area is responsible for:

- Working on actions for communication and training on compliance according to the general guidelines and responsibilities established on **Annex III** of this Policy.

**12.4.** The Legal area is responsible for:

- Reviewing and approving the legal instruments, especially the anti-corruption clauses, within the terms of this Policy.
- Clarifying eventual doubts concerning the application of guidelines included in this Policy.
- Working on actions for communication and training on compliance according to the general guidelines and responsibilities established on **Annex III** of this Policy.
- Receiving and maintaining a record of reports from Employees and Third Parties concerning processes of inspection and/or investigation promoted by Public

Officers and Government Authorities. If they are fiscal in nature, report to the Tax Legal area.

**12.5.** The Communication area is responsible for:

- Working on actions for communication and training on compliance according to the general guidelines and responsibilities established on **Annex III** of this Policy.

**12.6.** Accounting is responsible for:

- Maintaining the Company ledgers and accounting records complete and up to date, so that they reflect the accounting/financial transactions/operations precisely and thoroughly.
- Caring for the internal control environment to mitigate potential risks of accounting fraud, in compliance with the applicable regulation.

**12.7.** The Statutory Directorates are responsible for:

- Authorizing the participation of Employees and Third Parties in meetings with Public Officers that have the goal of establishing commitments and making decisions on behalf of the Company.

**12.8.** The Audit Committee is responsible for:

- Deliberating on hiring a Third Party of major strategic relevance for the Company's business, in case of unfavorable report in a process of Due Diligence on Integrity.
- Processing the non-compliance with obligations and rules established in this Policy and deliberating on such non-compliance, as applicable.

**12.9.** The Corporate Governance Committee is responsible for:

- Analyzing and recommending, when necessary, eventual changes and reviews to this Policy.
- Monitoring and reviewing the Integrity Program, enhancing it according to existing risks or new risks that may be identified.

**12.10.** The Board of Management is responsible for:

- Approving potential changes and reviews to this Policy.

- Regulating the cases hidden from this Policy.
- Processing the non-compliance with obligations and rules established in this Policy and deliberating on such non-compliance, as applicable.

### 13. BREACH ON POLICY

**13.1.** The failure to comply with this Policy will subject the violator to disciplinary sanctions, according to the Company’s internal rules (e.g. Company’s Code of Ethics), without detriment to administrative, civil and penal sanctions applicable, imputable by the relevant authorities.

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

### 14. VALIDITY AND AMENDMENTS

**14.1.** This Policy comes into force on the date indicated below, after being approved by the Company’s Board of Management. Any change or review shall be submitted to the Board of Management itself.

### 15. FINAL PROVISIONS

*Validity: as of January 2, 2020.*

*1st draft: August 9, 2019.*

*Responsible for the document:*

<i>Step</i>	<i>Responsible</i>
Development	Audit, Risks and Compliance Directorate Legal Directorate
Review	Corporate Governance Committee
Review	Audit Committee
Approval	Board of Management

*Record of changes:*

<i>Version</i>	<i>Item Changed</i>	<i>Reason</i>	<i>Date</i>
01	Original Draft	N/A	9.8.19

02	Item 10 and Annex III	Detailing of procedures for communication and training on compliance.	[--],[--].19
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## ANNEX I

### **ANTI-CORRUPTION CLAUSE TEMPLATE**

This is the standard anti-corruption clause from the Company, to be used in all situations included in this Policy.

Eventual variations to this clause can only be considered if approved in advance by the Company's Legal Department and by the Legal department from the respective business.

“The Parties declare to know the rules on prevention to corruption and money laundering included in the internal policies from M. DIAS BRANCO, in the Brazilian legislation in force, and in all international commitments made by Brazil, especially in Law 12846/2013 (Brazilian Law Against Corporate Corruption), Law number 9613/90, and Law number 8429/1992 (Law on Administrative Misconduct), and are committed to strictly adhering to them and basing their activities and relationships in the highest legality and morality standards, for themselves and for their partners, managers, representatives, employees, advisors, related parties and assistants, as well as require the same from third parties hired by them, being obliged to reject each and every harmful act, especially against the public administration and estate, national or foreign, or act that goes against the public administration principles, obliging each other mutually, in the exercise of rights and obligations included in this Contract and in the execution of any of its provisions, to:

I) not promising, offering or giving, directly or indirectly, undue advantage to public officer, or to a third party related to them;

II) no financing, paying for, sponsoring or subsidizing in any way the execution of illicit acts included in the aforementioned legislation;

III) not using, in any form, this Contract as a way to obtain any type of benefit or advantage that does not comply with the provisions from the legislation mentioned in this clause;

IV) adopting the best practices on monitoring and checking the compliance with anti-corruption laws, with the goal of preventing acts of corruption, fraud, illicit practices, or money laundering;

V) not defrauding, in any way, this Contract, and also not executing any actions or omissions that constitute an illegal or corruption practice, within the terms of Law number 12846/2013, or any other applicable laws or regulations, even if not related with this Contract.”



## ANNEX II

### MANDATE OF THE AUDIT, RISKS AND COMPLIANCE DIRECTORATE

#### **Introduction**

The Audit, Risk and Compliance areas are independent and objective activities for ensuring and providing guided consultancy through the philosophy of adding value to improve the operation of M. Dias Branco S.A. and its controlled companies (“Company” or “Organization”). They assist the Company to achieve its goals, offering a disciplined approach to assess and increase the effectiveness of governance, risk management, and internal control environment in its business.

#### **Role**

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

#### **Professionalism**

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

#### **Authority**

The Audit, Risks and Compliance areas, with strict responsibility for confidentiality and safeguard, are authorized to have complete, free and unrestricted access to each and every documentation, information, record, property and persons relevant to the execution of their projects. All employees and third parties must support the Audit, Risks and Compliance areas in the execution of their role and responsibilities. The Audit, Risks and Compliance areas also have free and unrestricted access to the Board of Management and to the Audit Committee.

#### **Organization**

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

The Board of Management, through the Audit Committee, its advisory organization, will approve:

- ❖ The mandate and scope of operation of the Internal Audit;
- ❖ The annual Audit, Risks and Compliance plan;
- ❖ The annual budget and resources from the Audit, Risks and Compliance Directorate;
- ❖ The assessment on the performance of the Audit, Risks and Compliance Directorate;
- ❖ The hiring and/or dismissal of Audit, Risks and Compliance Director;
- ❖ The fixed and variable compensation to the Audit, Risks and Compliance Director;

#### **Independence and Objectiveness**

The Audit, Risks and Compliance areas will remain free from interference by any element in the Organization, concerning themes related to sampling, scope, test protocols, frequency, timelessness and content of their works and reports, to allow the necessary independence and objective mental attitude to be maintained. Internal auditors will not have direct operational responsibility or authority over any of the activities audited. In this sense, they will not implement internal controls, develop procedures, install

systems, prepare accounting records, or participate on any other activity that may impair their judgment as internal auditors. Internal auditors will display the highest level of professional objectiveness in the investigation, assessment and communication of information about the activity or process being examined. Professionals from the Audit, Risks and Compliance areas will conduct balanced assessments of all relevant circumstances and will not be unduly influenced by their own interests or interests from others when forming their judgment. The Audit, Risks and Compliance director will confirm to the Board of Management, through the Audit Committee, at least once a year, the organizational independence of the Internal Audit activity.

### **Responsibility**

The scope of operation of the Audit, Risks and Compliance areas reaches, but is not limited to, examining and assessing the suitability and effectiveness of the governance, risk management and environment of internal controls of the Organization; as well as the quality of the performance in the execution of responsibilities designated to achieve the Organization's goals and targets. This includes:

- ❖ Assessing the exposure to risks related to achieving the Organization's strategic goals;
- ❖ Assessing the trustworthiness and integrity of the information and the methods used to identify, measure, classify and report such information;
- ❖ Assessing the systems established to ensure compliance with policies, plans, procedures, legislation and regulations that could present significant impact to the Organization;
- ❖ Assessing the methods for safeguarding the assets and, as appropriate, check the existence of these assets;
- ❖ Assessing the effectiveness and efficiency with which each resource is applied;
- ❖ Assessing operations or programs to certify if their results are consistent with the goals and targets established, and if they are being executed as planned;
- ❖ Monitoring and assessing the governance processes;
- ❖ Monitoring and assessing the effectiveness of the risk management process;
- ❖ Assessing the quality of the performance of the external auditor and the level of coordination with the Internal Audit;
- ❖ Providing consulting and counseling services related to governance, risk management and internal controls, as convenient to the Company;
- ❖ Reporting periodically the status of the purpose, authority, responsibility and performance of the Audit, Risks and Compliance areas;
- ❖ Reporting exposures to significant risks and internal control issues, including risks of fraud, governance themes and other subjects necessary or demanded by the Board of Management;
- ❖ Assessing specific operations, by request from the Board of Management or the Company's Management.

### **Annual Audit, Risks and Compliance Plan**

At least once a year, the Audit, Risks and Compliance Director will submit the area planning to review and approval from the Audit Committee and, consequently, from the Board of Management. The Annual Plan will consist on programming Audit, Risks and Compliance projects, as well as the budgeting and request of resources (e.g. systems, personnel, infrastructure, etc.) for the following fiscal year. The Audit, Risks and Compliance director will inform the impact of limitations of resources and eventual organizational changes. The Annual Plan will be developed by giving priority to processes from the auditable universe, using a risk-based methodology, and considering suggestions and recommendations from the Board of Management, Audit Committee and directors (statutory or not). The Audit, Risks and Compliance Director will review and adjust the Annual Plan, if necessary, in response to eventual changes in the business environment, governance, risks, operations, systems and controls from the Company. Any significant deviation from the Annual Plan approved will be informed to the Audit Committee and disclosed on the periodical activity reports.

### **Reporting and Monitoring**

A formal report will be prepared and issued by the Audit, Risks and Compliance Director, or designated team, after the conclusion of each project from the Annual Plan, and distributed to statutory and non-statutory directors involved in the processes and activities included in the project. The results from all projects will be reported to the Audit Committee, which, at its discretion, will inform relevant topics to the Board of Management. The 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, as the Company Management eventually understands, are not possible or viable to establish corrective actions within the period of twelve months, an instrument of risk acceptance will be formalized according to the Policy on Risks from M. Dias Branco S.A., valid at the period. The Audit, Risks and Compliance Directorate will be responsible for the proper monitoring of action plans agreed upon by the governance support organizations (e.g.: Internal Audit, Risk Management, Compliance, External Audit, consulting firms, regulatory organizations, etc.) and the operational areas. All action plans will remain open under monitoring until the related risk is adequately addressed. The Audit, Risks and Compliance Director will report the discipline of implementing action plans to the Board of Management, to the Audit Committee, and to directors, whether statutory or not.

**Quality Certification and Improvement Program**

The Audit, Risks and Compliance areas will maintain a periodical program (at maximum every five years) of quality certification and improvement of their processes, encompassing all aspects of their activity and function. The program will include assessment of compliance of its activities with the practices issued by the IIA, or other institutions acknowledged as competent, and with the internal procedures applicable. The program will also assess the efficiency and effectiveness of the activity from the Audit, Risks and Compliance areas and will identify opportunities for improvement. The Audit, Risks and Compliance Director will inform the results of this program to the Audit Committee.

Fortaleza – CE, \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
CEO - President

\_\_\_\_\_  
Audit Committee Coordinator:

\_\_\_\_\_  
Chairman of the Board of Management

## ANNEX III

### **GENERAL GUIDELINES FOR COMMUNICATION AND TRAINING ON COMPLIANCE BY M. DIAS BRANCO S/A INDÚSTRIA E COMÉRCIO DE ALIMENTOS**

#### **1. PURPOSE AND SCOPE**

1.1. The communication and corporate training actions shall have the purpose of disclosing and disseminating the rules and practices included in the Company's Integrity Program, especially the ones related to the themes of compliance/integrity and anti-corruption, complying with what is established on the Anti-Corruption Law.

1.2. The guidelines established in this document apply to the Company, its controlled companies, 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 rules and anti-corruption practices included in the Integrity Program and the Anti-Corruption Law, the Company, through the Communication area and the Audit, Risks and Compliance Directorate, will develop and implement, every year, a communication (endomarketing) plan for disseminating rules and ethical and anti-corruption conducts.

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

- (i) Target audience;
- (ii) Goals and central themes;
- (iii) Types of communication actions to be employed;
- (iv) Periodicity; and
- (v) Managers responsible for developing, executing and tracking the communication actions.

2.2. The communication actions included in the communication plan shall 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, the communication actions shall have the presence and commitment from the top Company management, in order to make evident the importance of the themes and the engagement from the Company for integrity actions.

2.4. Each and every action related to the Company's communication plan shall be necessarily be prepared in a simple language that is accessible to its addressees.

2.5. The actions from the communication plan may comprise the following activities, without detriment to other actions the Communication area and the Audit, Risks and Compliance Directorate deem relevant:

- (i) Institutional E-mails: electronic communications, to be forwarded by top management and/or by the Audit, Risks and Compliance Directorate to Employees and Third Parties (as applicable), with guidance about the Integrity Program;
- (ii) Message from the President: written or audiovisual communications from the Company Presidency, developed along with the areas of Communication and Audit, Risks and Compliance and targeted at Employees, Third Parties and external audience (as applicable), with manifestations of support from top management to the Integrity Program and to ethical and anti-corruption issues in general;
- (iii) Institutional Videos: institutional videos, to be made available on the Company's internet and/or intranet, with educational topics about the Integrity Program and other ethical and anti-corruption issues;
- (iv) Electronic Signatures (E-mails): periodical updates on the electronic signatures of Employees, to reinforce the main guidelines included in the Company's Integrity Program;
- (v) Desktop Screensavers: screensavers on the desktop areas of the Company's PCs and notebooks with simple messages leading back to the Integrity Program. The content of the messages shall be renewed periodically;
- (vi) Bulletin Boards, Totems and banners: bulletin boards, totems and banners, to be distributed throughout the Company facilities, with relevant messages about the Integrity Program, in a tone inviting everyone to participate and engage in the process;
- (vii) Specific Adhesives about the Complaints Channel: essential information about the Company's Complaints Channel to be presented in "sticky" bulletin boards at strategic points in all Company facilities;
- (viii) Folders: leaflets in folder format, to be distributed to Employees and Third Parties (as applicable), presenting, in a practical and clarifying manner, the founding principles of the Integrity Program;
- (ix) Social Networks: the Company's pages on social networks shall periodically present messages reflecting the main guidelines of the Integrity Program and the Company's engagement on ethical and anti-corruption issues;
- (x) Company Website: the Company website, with complete information about the Integrity Program and the communication and training actions in terms of compliance and anti-corruption;

- (xi) Comics about the Integrity Program: comics (cartoons) with fun instructions about the Integrity Program, especially targeted at Employees and Third Parties (as applicable) with limited access to the Company's digital resources;
- (xii) Educational Version of the Code of Ethics: updated and simplified version of the Company's Code of Ethics, to be distributed in hard copy or virtually, with the goal 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: eventual updates on the Integrity Program that aim at significant changes to its content must be followed by informative events that permit the wide dissemination to the internal audience (Employees and Third Parties), such as breakfasts, seminars, lectures, workshops, etc.

2.6. The communication actions shall be conducted continuously and periodically, so that the dissemination of rules and ethical and anti-corruption conducts effectively reaches their target audience.

2.7. In addition to regular communication actions included in the communication plan, specific actions will be conducted with Employees and Third Parties, as the case may be, in the following occasions:

- (i) Whenever there is a relevant change/update to the Code of Ethics and/or the policies that comprise the Company's Integrity Program;
- (ii) Every August 1, date when the Anti-Corruption Law was enacted; and
- (iii) Every December 9, date when the International Day of Fight Against Corruption is celebrated.

### **3. TRAINING PLAN**

3.1. The Company shall maintain a periodical and constant training plan for its Employees and Third Parties (as applicable), with the purpose of announcing and disseminating anti-corruption rules and practices included in the Integrity Program and the Anti-Corruption Law, as well as ensure the highest level of compliance by Employees and Third Parties (as applicable) with the aforementioned rules and practices.

3.1.1. The periodicity of the training sessions, which under any circumstance cannot be superior to three (3) years, will depend, among other factors, on the level of exposure to risks, so that the Company areas more exposed to integrity risks shall undergo training sessions in higher frequency than the others.

3.1.2. In case of relevant change/update to the Code of Ethics and/or to the policies that comprise the Company's Integrity Program, the Company shall call for recycle training,

so that the Employees and/or Third Parties affected are updated about such changes up to six (6) months after the aforementioned change/update.

3.2. The Audit, Risks and Compliance Directorate, Legal Directorate and the Organizational Development Directorate will develop and implement together, every year, the compliance training program, which shall define, necessarily, the following aspects:

- (i) Target audience;
- (ii) Goals;
- (iii) Program content;
- (iv) Formatting of training sessions;
- (v) Periodicity; and
- (vi) Managers responsible for developing, executing and tracking the training sessions.

3.3. The training sessions shall be supported by an exclusive budget managed by the Organizational Development Directorate, in order to guarantee the effectiveness of the training actions.

3.4. Whenever possible, the training sessions shall have the presence and commitment from the top Company management, in order to make evident the importance of the themes and the engagement from the Company for integrity actions.

3.5. The training sessions shall necessarily have the presence of (i) all Company Employees related to activities more exposed to eventual integrity risks, including top management members; and (ii) Third Parties selected in advance by the Audit, Risks and Compliance Directorate, according to the exposure to risk from the respective hiring area.

3.6. The training sessions will be held in the following hypotheses:

- (i) Initial Training. General training about the Integrity Program, to be held (a) up to twelve (12) months counted after the date of approval of the Company's Anti-Corruption Policy, with all Employees and Third Parties selected; and (b) in the beginning of the relationship between the Company and the Employees and/or Third Parties selected (that is, admission and/or hiring). At the end of the initial training sessions, the Employees and Third Parties selected will receive copies of the Company's Code of Ethics and the policies that comprise the Company's Integrity Program.
- (ii) Recycling Training. In addition to the mandatory initial training, recycling training sessions will be applied periodically for all Employees and Third Parties selected, according to periodicity to be defined in the training plans, following the guidelines included on items 3.1.1 and 3.1.2 above; and

- (iii) Specific Training. In addition to the periodical training sessions (initial and recycling training), the Company may eventually conduct specific training sessions targeted at the Company areas that are more exposed to integrity risks.

3.7. The training sessions may be formatted in the following ways, without detriment to other ways the Audit, Risks and Compliance Directorate, Legal Directorate and Organizational Development Directorate deem relevant:

- (i) Presence-based (in company)
- (ii) Videoconference / Conference call (in company)
- (iii) Quiz/Drill Tests
- (iv) Workshops
- (v) External Training Sessions; and,
- (vi) Lectures.

3.8. To guarantee the effectiveness of the training sessions, the Audit, Risks and Compliance Directorate may suggest to the relevant organizations, as the case may be, the application of corrective measures to Employees and/or Third Parties (as applicable) who do not answer, and do not justify this, the calls for training sessions in compliance, following the guidelines from the Company's Code of Ethics and Policy on Consequences.

3.9. The Organizational Development area shall maintain archived each and every documentation that proves the participation from Employees and Third Parties in the training sessions (e.g. presence list, certificate, etc.), as well as each and every related material, for the minimum period of five (5) years counted as of the date the respective training sessions were held. The aforementioned documents shall be presented to Government Authorities whenever requested or necessary.

#### **4. RESPONSIBILITIES**

4.1. The Board of Management and the Statutory Directorate are responsible for:

- Demonstrating their commitment and support to the Integrity Program, participating, whenever possible, of communication and training actions by the Company concerning compliance.

4.2. The Audit, Risks and Compliance Directorate is responsible for:

- Clarifying eventual doubts concerning the application of guidelines included in this document.



- Developing and implementing, every year, a communication (endomarketing) plan for disseminating rules and ethical and anti-corruption conducts by the Company;
- Supporting the Communication area in the development and implementation of communication plans.
- Developing and implementing, every year, a training program in compliance by the Company.
- Selecting (or dismissing) Employees and/or Third Parties for mandatory training.
- Selecting Employees and/or Third Parties from the Company areas that are more exposed to corruption risks for specific training on compliance.
- Suggesting to the Ethics Committee the application of corrective measures to Employees and/or Third Parties (as necessary) who, without justification, do not answer calls for training sessions on compliance.

4.3. The Communication area is responsible for:

- Developing and implementing, every year, a communication (endomarketing) plan for disseminating rules and ethical and anti-corruption conducts by the Company;
- Supporting the Audit, Risks and Compliance Directorate in the development and implementation of communication plans.
- Managing an exclusive budget targeted at communication actions.

4.4. The Organizational Development Directorate is responsible for:

- Developing and implementing, every year, a training program in compliance by the Company.
- Managing an exclusive budget targeted at training sessions in compliance.
- Maintaining archived each and every documentation that proves the attendance of Employees and Third Parties in training sessions (e.g. presence list, certificate, etc.), as well as each and every related material.

4.5. The Legal Directorate is responsible for:

- Developing and implementing, every year, a training program in compliance by the Company.

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