

## **ROTA DAS BANDEIRAS POLICY ABOUT COMPLIANCE WITH ETHICAL, INTEGRATED AND TRANSPARENT PERFORMANCE**

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## 1. FUNDAMENTALS

The definition and communication of Policies result from one of the primary responsibilities of the Board of Directors of Rota das Bandeiras SA ("CA-CRB").

This policy aims to establish the guidelines for CRB members in relation to the company's ethical and integrity standards, to ensure compliance with the Brazilian Anti-Corruption Law 12,846, and other anti-corruption legislation applicable to CRB, such as the North American Law FCPA .

Integrity is a legal obligation related to the Brazilian Anti-Corruption Law, as well as the FCPA Laws of the United States, which apply to the CRB by having as shareholders, directly or indirectly, a company subject to market regulation through the Brazilian Securities and Exchange Commission ("CVM) and Securities and Exchange Commission ("SEC"), which have laws, rules and regulations that strictly prohibit CRB from acting in a corrupt or fraudulent manner in any location where it operates.

The rules described in this standard serve as a tool to prevent corruption and guide CRB members in recognizing anomalies, avoiding conflicts and violations of business ethics and integrity. Compliance with the rules described herein is essential for combating fraud and corruption, and must be observed by all CRB members, regardless of hierarchical level.

CRB members are required to know, apply and disseminate the guidelines described herein. Whenever there is any doubt related to issues of ethics and integrity, CRB members are obliged to seek guidance from their immediate superiors or from R-Compliance.

Violations of this policy must be reported to immediate superiors and R-Compliance. Failure or omission to comply with the guidelines established in this policy may result in serious penalties for CRB and its members, including administrative actions (such as dismissal, warning, etc.), civil and even criminal actions against individuals directly or indirectly involved in fraud or corruption.

The commitment assumed in this Policy must be practiced in a convinced, responsible and unrestricted manner at CRB, without exceptions or flexibilities.

This commitment is summarized in the nine items below:

- Combat and not tolerate Corruption in any of its forms, including Extortion and Bribery.
- Say no, with firmness and determination, to business opportunities that conflict with this Commitment.
- Adopt ethical, honest and transparent principles in the relationship with public and private agents.
- Never invoke cultural or usual market conditions as a justification for improper actions.
- Ensure transparency in information about the CRB, which must be accurate, comprehensive and accessible and disclosed on a regular basis.
- Be aware that misconduct, whether by action, omission or complacency, harms society, violates the law and destroys the CRB's image.
- Ensure at CRB, and in its value chain, the practice of the Compliance System, always updated with the best references.
- Contribute individually and collectively to necessary changes in markets and environments where misconduct may be inducted.
- Incorporate performance assessment in compliance with the Compliance System in the Action Programs of Members.

## 2. BASIC CONCEPTS

*Ethics – Science that has as its object the judgment of appreciation, while this applies to the distinction between the evil good.<sup>1</sup>*

*Integrity - Character, quality of a person of integrity, honesty, incorruptible, whose acts and attitudes are beyond reproach, honesty, uprightness.<sup>2</sup>*

*Transparency – Conducting business without hidden agendas, and regularly disclosing and making available accurate and comprehensive information to stakeholders.<sup>3</sup>*

Ethical performance with integrity and transparency is essential for CRB's growth and continuity.

The principles described herein were conceived with the purpose of guiding the behavior and internal and external relations of CRB Members, regardless of their attributions and responsibilities, together and in an integrated manner with the other CRB Policies.

In the practice of this Policy, the Principles of Trust in Human Beings stand out, in terms of their potential and willingness to develop, Decentralization, Planned Delegation, Partnership and the role of the Manager as an educator of his Team Members.

It is also noteworthy that Communication at CRB takes place essentially in the relationship between Manager and Team Member, throughout the Cycle of Planning and Pact of the Action Program, and its Monitoring, Evaluation and Judgment.

Managers at CRB must, by their attitudes and behaviors, and by the practice of this Policy, demonstrate, internally and externally, that they are convinced and committed to ethical, honest and transparent performance, including as a way to inspire and influence the conduct of their Team Members and of the other Members of CRB.

Each Manager must incorporate in its Action Program, and ensure that it is in the Action Programs of its Team Members, the commitment to act ethically, with integrity and transparency, in accordance with the provisions of this Policy, as well as, when applicable to the program, include initiatives related to the improvement of the Compliance System.

All CRB Members must be committed to acting with ethics, integrity and transparency, in compliance with good governance practices and applicable laws.

Additionally, CRB Members must transmit the guidelines of this Policy, so that they are known by Clients, suppliers and business partners in their value chain, other interested parties and in the communities where they operate.

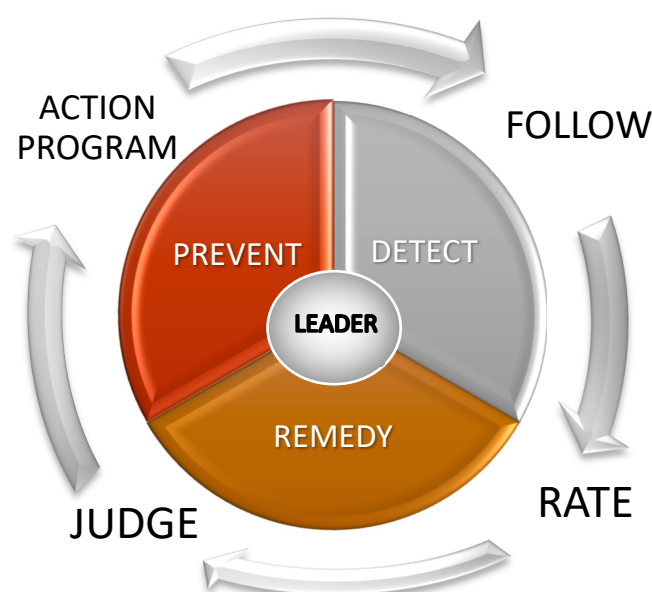
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<sup>1</sup> Lalonde, André – Technical and Critical Vocabulary of Philosophy

<sup>2</sup> Based in Ferreira, Aurélio Buarque de Holanda – New Aurélio

<sup>3</sup> Based on "Transparency International"

### 3. COMPLIANCE SYSTEM



The Compliance System is a support to Members aiming at effective compliance between commitment and ethical, honest and transparent performance.

It consists of a set of measures to prevent, detect and remedy risks that are not consistent with ethical, integrated and transparent performance. The Compliance System must be implemented by the DP/CRB, within its scope of action, in alignment with the Committee of *Compliance* of CRB and with the R-Compliance.

The practice of the Compliance System is everyone's responsibility, especially the Managers, and must occur in the dynamics of the Action Program's Planning and Pact Cycle, and its Monitoring, Evaluation and Judgment, which permeates the CRB.

Prevention is always better and less costly than cure. Thus, prevention measures are the most important to be implemented and followed, and to which the attention of the Managers, investments and other resources of the CRB must be given priority.

However, no matter how good the prevention measures are, they may be insufficient to guarantee that the CRB is not exposed to risks of non-compliance with ethical, honest and transparent actions, and that these risks materialize.

Therefore, to guarantee the effectiveness of the Compliance System, it is essential that detection and remediation measures are also implemented. Once an exposure to risk is detected, it must be treated according to its nature and according to the tolerance to the type of risk, defined by the person responsible for the matter.

In the event of a non-compliance, measures to remedy the risks and strengthen preventive and detection measures must be taken, and, depending on their nature, the appropriate disciplinary measures must also be taken.

## **4. GOVERNANCE**

The performance of the CA-CRB regarding this Policy is focused on maintaining the philosophical and conceptual unity and the zeal for its effective application.

CRB has its own Board of Directors and a Chief Executive Officer responsible for their full entrepreneurship and act in alignment with the principles of ethics, integrity and transparency within the Company.

It is incumbent upon the CEO of CRB:

- promote the implementation of this Policy at CRB; and
- report to the CA-CRB the implementation of this Policy in the CRB, as well as the relevant facts arising from its practice.

## **5. IMPLEMENTATION AND PRACTICE**

### **5.1 COMMUNICATION AND TRAINING**

This Policy, in its entirety, must be accessible to all CRB Members, shareholders, interested parties and society in general.

Additionally, more synthetic versions should be made available that favor their full communication, as well as educational modules and programs in support:

- To the Managers for a full understanding of the Policy for their training as educators of the Members of their teams, with the same purpose;
- Members with specific assignments that require specialized learning on certain Policy topics; and
- to all Members to ensure knowledge and to promote their commitment to the Commitment to Ethical, Integral and Transparent Action.

### **5.2 SPECIFIC GUIDELINES**

The Specific Guidelines for the implementation and practice of this Policy at CRB address:

- in Annex 1, each of the elements that make up a Compliance System and presents the governance necessary for its implementation and effectiveness.
- in Annex 2, the themes and circumstances encountered by Members in the development of their Action Programs and the guidelines that must be adopted to prevent, detect and remedy risks of actions that are not in accordance with its provisions in each of these themes and circumstances.

### **5.3 RESPONSIBILITIES**

CRB Members, in their daily lives and in the development of their respective Action Programs, are responsible for acting in accordance with the guidelines defined in this Policy. Therefore, they must be simultaneously responsible for implementing, observing, disseminating and ensuring compliance with them.

Issues relating to ethics, integrity and transparency may not be created by the people facing them. They can arise due to the diversity of situations that present themselves in their usual personal and professional actions.



Occasionally, CRB Members may face situations where it is not clear whether an action is acceptable or not. Laws, culture, and practices are different in each country, and even in different regions of the same country. The guidelines contained in this Policy allow us to assess and identify most of these situations, avoiding behaviors considered unethical, honest and transparent, but do not necessarily detail all these situations.

Members must be aware that misconduct, whether by action, omission or complacency, harms society, violates the law and destroys CRB's image and reputation. Thus, if the Member has doubts about what conduct to adopt in the face of a possible questionable action, whether by himself or by a Third Party, he must bring the matter to the attention of his direct Manager, and openly and sincerely, until the doubt is remedied. Ignoring, omitting or claiming ignorance is not acceptable conduct.

In support of the Manager, the Member may also request clarification from CRB's R-Compliance

If there is any discomfort in the explicit position with the Manager, or if the Member has reasons to remain anonymous in reporting a possible violation of this Policy, he/ she should use the Ethics Whistleblower Channel.

The Ethics Whistleblower Channel is available at CRB, so that its Members, Third Parties, Clients and external audiences can, in a safe and responsible manner, contribute with information for the maintenance of safe, ethical, integrity, transparent and productive corporate environments.

Retaliation against a Member who reports in good faith a concern about conduct or suspicion of non-compliance with the guidelines established in the commitment defined in this Policy is neither permitted nor tolerated.

## ANNEX 1 - COMPLIANCE SYSTEM

The Compliance System of the Rota das Bandeiras SA ("CRB") consists of 10 integrated measures for the prevention, detection and remediation of non-compliance risks. The commitment of CRB Members, especially the Managers, in the implementation and practice of these measures is fundamental for the effectiveness and efficiency of the system.



## 1. COMPLIANCE GOVERNANCE AT CRB

The Commitment to Acting Ethically, Integrity and Transparently begins with the Board of Directors of CRB ("CA-CRB") and must extend to Members of CRB.

### 1.1 CRB BOARD OF DIRECTORS

Among the primary responsibilities of the CA-CRB are the maintenance of ethical Principles, integrity and transparency, such as an Organizational Culture, the definition of Policies as developments to guide its practice in specific matters and the zeal for the effective application of the Compliance System, as a of these practices.

At its meetings, the CA-CRB must periodically and formally monitor the development of the Compliance System at the CRB. The members of the CA-CRB must be informed by the Responsible for Compliance of the CRB ("R-Compliance CRB") about the relevant aspects of the implementation and monitoring of the Compliance System, as well as about relevant facts arising. The agendas, minutes and resolutions of the CA-CRB on the Compliance subject must be formalized so that they constitute evidence of the role of the directors on the subject.

### 1.2 RESPONSIBLE FOR COMPLIANCE

It will be incumbent upon the Chief Executive Officer of CRB to appoint the R-Compliance CRB, who will be elected based on a deliberation by the CA-CRB. The R-Compliance CRB will be subordinate, with regard to the Compliance PA, to the Committee *Compliance* and must report to the CA-CRB whenever necessary, at least every two months, at the regular meetings of the CA-CRB, updating the area's progress and any measures/innovations that have taken place. The CA-CRB may, at its sole discretion, advise the R-Compliance CRB directly on certain matters.

The R-Compliance CRB must remain aligned with the Committee *Compliance*, especially in the occurrence of events, or the existence of issues, that demand a specific alignment. It should also have the support of external lawyers or third-party Compliance service providers, in order to ensure the necessary independence to deal with certain issues.

The R-Compliance CRB must have the necessary competences for its attributions, acting with independence of judgment. It is responsible for supporting the Chief Executive Officer of CRB ("DPCR") and the Members of his team in the implementation of the Compliance System at CRB, and continuously monitoring its effectiveness. For this, and for the fulfillment of its attributions, as applicable, it will have the support of the Committee *Compliance*.

The R-Compliance CRB must have the following attributions within the scope of the CRB:

- Conduct the implementation of the annual Internal Audit plan.
- Promote monitoring of the process of identification, assessment and treatment of potential risks, as well as internal control systems and compliance with laws, rules and regulations.

- Promote the dissemination of the Commitment to Ethical, Integral and Transparent Action, creating and maintaining mechanisms to ensure compliance.
- Coordinate and supervise the functioning of the Ethics Whistleblower Channel and the Ethics Committee, identified below, ensuring that all complaints received are duly registered, analyzed and resolved.
- Prepare and present reports and opinions to the appropriate people and committees, including investigation reports, internal audit and other matters related to Compliance.
- Ensure the existence and compliance with training on ethics, integrity, transparency, risk management and auditing topics, as well as recommending the creation or review of guidelines, systems and procedures that guide the ethical performance of Members.
- Propose the implementation of mechanisms aimed at preventively ensuring compliance with the provisions set forth in the Commitment to the ethical, honest and transparent performance of CRB.

The Committee *Compliance* has the autonomy and independence to coordinate the implementation of the necessary actions to ensure the effectiveness of the Compliance System at CRB, in support of R- Compliance CRB. In this way, the R-Compliance CRB must have access to adequate and sufficient resources for the development of its work, including:

- Team of Members committed to supporting the development of Compliance activities in proportion to the CRB and the risks associated with it;
- sufficient budget for the formulation, implementation and maintenance of the Compliance System, including the hiring of highly qualified independent advisors; and
- access to all CRB Members, information, records, data, systems and facilities that may be necessary.

### 1.3 MANAGERS AT CRB

Managers at CRB, in the performance of the responsibilities inherent to their Action Programs, must, by conviction, act ethically, with integrity and transparency, and guide their Team Members, including by example, to act in the same way. Therefore, Managers must be active and proactive in adopting the following conducts, without being limited to them:

- Influence your Team Members by example.
- Incorporate into its Action Programs and ensure that the Action Programs of its team members include the commitment to act in accordance with the provisions of this Policy.
- Implement and ensure the practice of the Compliance System within its scope of action.
- Develop the actions under its responsibility, including the derived processes, ensuring that the guidelines on Compliance defined herein and applicable legislation are followed.
- Encourage debate on CRB's commitment to ethical, honest and transparent performance and clarify the issues and concerns raised by Team Members on the subject.
- Support your Team Members when they report events that they believe violate the law or the CRB commitment.
- Ensure that its Team Members attend training events on Compliance promoted at CRB.
- Directly and indirectly promote (through professional associations, for example) actions aimed at promoting ethical, fair and transparent business practices, contributing to the formation and consolidation of a healthy and competitive business environment.

### 1.4 MEMBERS

It is up to CRB Members:

- Know and act in accordance with CRB's Commitment to ethical, honest and transparent performance described in this Policy.
- Act, in the performance of its Action Program responsibilities, in Compliance with the provisions of this Policy.
- Participate in training activities on Compliance promoted at CRB, which are related to its responsibilities.
- Consult the direct Manager, openly and sincerely, about any doubts regarding what conduct to adopt in the face of a possible questionable action, whether by itself or by a Third Party.
- In the event that there is any discomfort in the explicit position with their Manager, or if the Member has reasons to remain anonymous in reporting a possible violation of this Policy, the Member must use the Ethics Whistleblower Channel. Ignoring, omitting or claiming ignorance is not acceptable conduct.

## **2. POLICIES AND OTHER GUIDELINES**

CRB's Normative Instructions aim to guide the actions of its Members in specific matters, not directly addressed in CRB's policies.

Thus, there may be a need for this Policy to be detailed in the CRB, through other instruments that define guidelines or guidelines for its effective practice, based on the identification and assessment of the risks involved, considering their specificities and those of the sector where they are inserted, such as Customers, suppliers, size of operation, products and services, interactions with external private or public agents, legislation and local culture.

These documents with additional guidelines or guidelines must be easily accessible, understood and applied in the actions of the Members to whom the documents are intended, regardless of their responsibilities.

The disciplined and systematic practice of this Policy may awaken in the Managers, at R-Compliance, the need to create Policies or amend other CRB Policies.

In this case, the DP-CRB, in alignment with the R-Compliance CRB, must submit these proposals for consideration and deliberation by the CA-CRB.

## **3. RISK AND CONTROL ASSESSMENT**

CRB is subject to risks from the most diverse origins, such as operational, financial, regulatory, strategic, technological, social and environmental. These risks must be properly assessed and addressed by the Managers. The effectiveness of this process is essential for improving business performance and the effectiveness of the CRB Compliance System.

To a greater or lesser degree, there are risks in the actions of CRB Members. Thus, they must have responsibility for managing the risks involved in their actions. Managers are responsible for assessing the degree of risk involved in their responsibilities, and ensuring that their Team Members do so too, always adopting preventive, prospective and proactive attitudes in anticipating and mitigating risks.

The risk assessment process conducted by Managers must be structured, systemic, effective, supported by methodology and best corporate risk management practices.

Managers at CRB must, in a consistent and methodologically supported manner, assess the risk environment to which they are exposed and the adoption of controls, considering, for example, the following aspects:

- Business postage.
- Sectors and places of action.
- Regulatory environment.
- Shareholdings involving the legal entity in the condition of Controlling, Controlled, affiliated or consortium member.
- Organizational structure.
- Number of Members and Third Parties.
- Interaction with public administration.
- Economic and financial structure.

In addition to identifying and prioritizing risks, Managers, with the support of their teams, must ensure the effective treatment of risks, that is:

- Assess the probability and impact of the risk occurrence, including intangible aspects.
- Define the degree of tolerance for the identified risks.
- Ensure the management of these risks.
- Define the type of treatment to be adopted for each risk (examples: avoid, mitigate, share or accept) considering its effects and a cost-benefit analysis of treating them.
- Ensure that risk treatment plans are defined, incorporated into the Action Program of the respective persons responsible and implemented.
- Communicate to R-Compliance CRB new risks that are not yet part of the list of mapped risks.

It is up to the Compliance Officers in the risk assessment and controls process:

- Support Managers in their risk identification and assessment responsibilities with specialized technical and methodological knowledge of risk management.
- Support Managers in defining the necessary action plans to address the identified risks.
- Report to the Committee of *Compliance* the results of the risk assessments and the implementation of the respective controls.

## **4. COMMUNICATION AND TRAINING**

### **4.1 COMMUNICATION**

CRB's Commitment to Ethical, Integrity and Transparent Action expressed in this Policy, and its consequences must be disclosed, making them accessible and understandable by Members and external audiences.

CRB guidelines must be conveyed clearly and accurately, without dubious messages.

The R- Compliance CRB, with the support of the Committee *Compliance*, of the respective people responsible for People and Communication, must develop and implement a communication plan that continuously ensures that the Commitment to Ethical, Integral and Transparent Action, and any of its consequences, are communicated and are available in places with easy access to all audiences .

### **4.2 TRAINING**

The formation and development of People presuppose the constant expansion and deepening of their technical and behavioral skills.

The training for ethical, honest and transparent performance of CRB Members must occur mainly through Education through Work, in the disciplined practice of the PA Cycle (Planning and Pact, Monitoring, Evaluation and Judging). The evaluation dialogue between Manager and Team Member, on ethical, honest and transparent performance, should result in a commitment by both in this regard, aiming at better performance in the conduct of Team Member Action Programs and the continuity of their self-development.

The commitment agreed between Manager and Team Member must be reinforced by Education for Work Programs with the objective of further training them to practice the provisions of this Policy, and its consequences. These programs must be periodic and must include new Members, as well as the updating of already trained Members previously. Managers must ensure that their Team Members are available to attend CRB events for this purpose.

Records of Training Programs must be kept at the CRB, including identification of those who were trained, when and on what topics. Training programs should provide practical situations, case studies and guidance on how to resolve any dilemmas.

The R- Compliance CRB with the support of the Committee *Compliance*, it must implement monitoring and evaluation mechanisms to ensure that Members have been trained, and that they have signed a term of understanding and commitment to ethical, honest and transparent performance.

In addition to training for Members, Managers and R-Compliance must identify groups of target Members, considering the Action Program they develop, for training under specific guidelines.

## 5. THIRD PARTY COMPLIANCE

The actions of Third Parties on behalf of CRB are the responsibility of CRB, as are the actions of its Members. Thus, the Managers responsible for hiring and registering these Third Parties at CRB must implement and formalize the Third Party assessment and diligence process, with the support of R-Compliance CRB, following the following principles:

- The assessment and due diligence must be based on the risk presented by the Third Party. Third Parties must be classified according to pre-defined risk criteria.
- Assessment and due diligence must be applied consistently. Once the assessment and due diligence rules applicable to a given third-party risk category have been defined, these rules must be applied to Third-Parties with the same risk rating. Exceptions to the general rules may be necessary, but they must be substantiated and approved in advance.
- The assessment and due diligence must be formalized. Records of the steps taken and information obtained during the assessment and diligence process must be kept. Records must be kept not only of the Third Parties with whom you have decided to partner, but also those that the decision was made not to partner with.

Risk factors that, among others, may be considered in the assessment of Third Parties:

- Performance history in relations with CRB.
- Corporate structure.
- Activity.
- Business performance.
- Origin and nature of its resources.
- Contract value and method of payment or receipt.
- Representatives and final beneficiaries.
- Research related to economic and financial aspects.
- Tax compliance.

- Location where activities are carried out.
- Exposure to Politically Exposed Person.
- Be subject to economic and trade sanctions.
- Exposure and positioning in the media.

- Research related to reputational issues. Consult specialized websites, for example, but not limited to the following:
  - Transparency Portal for consulting the National Registry of Disreputable Companies and Suspended Companies (CEIS), National Register of Punished Companies (CNEP) and The Register of Prevented Private Non-Profit Entities (CEPIM).
  - US Department of Treasury Portal to consult the OFAC Sanctions list – Office of Foreign Assets Control.
  - HM Treasury and Office of Financial Sanctions Implementation Portal for consultation of the Consolidated list of UK financial sanctions targets.
  - Portal of the European Union or competent authorities of each Member State of the Union European Union for consultation of the consolidated list of persons, groups, and entities subject to EU financial sanctions.
  - United Nations Security Council Portal.
  - World Bank Portal, for inquiries from ineligible companies and individuals.

It is important to consider that the assessment and due diligence of Third Parties is only the first step in the process. Additional preventive measures must be provided for in written contracts and during the follow-up of the Third Party's activities with the CRB.

Relationships with Third Parties must be formalized through a contract, with specific clauses on the commitment to complying with local laws, including anti-corruption laws.

Based on the Third Party's risk rating, it may be necessary to define a communication and awareness plan about the commitment to ethical, fair and transparent performance, ensuring that the content has been properly understood.

## **6. ENGAGEMENT IN COLLECTIVE ACTIONS**

Participation in collective actions through associations with other companies and/or entities in the sector is a way to express the commitment of CRB Managers to ethical, honest and transparent performance, to share experiences, results and actions of the Company, to demonstrate maturity the practices of doing business and the CRB Compliance System.

In this sense, CRB should seek to engage in associations active on the subject and with other companies, in the adoption of fundamental and internationally accepted values on human rights, labor relations and the environment, combating corruption and unfair competition.

The performance of CRB Members, in collective or individual actions, should primarily aim at improving the structuring conditions in the markets and environments where they operate.

These initiatives, therefore, should, among other objectives, be aimed at supporting institutions, associations and universities in studies and proposals for the improvement of the institutional system, for the definition of public policies and for the improvement of public-private relations, enhancing the experience of collective actions.

For a fair and competitive business environment to exist, it is necessary that the productive private sector and government, political and administrative bodies act, simultaneously and synergistically, based on the same values and with the same objectives.



## **7. ETHICS WHISTLEBLOWER CHANNEL MANAGEMENT**

### **7.1 ETHICS WHISTLEBLOWER CHANNEL**

A communication channel ("Ethics Whistleblower Channel") must be made available to Members, Clients, Third Parties and the external public, in an uninterrupted manner, that allows for the reporting of conduct that does not comply with ethical, honest and transparent performance on the part of Members, Third Parties and Customers.

The Ethics Whistleblower Channel must be widely publicized to all audiences, especially to CRB Members, Third Parties and Clients.

The Ethics Whistleblower Channel must be available on the Company's external and internal portal, by toll-free telephone.

Whistleblower protection is guaranteed through the possibility of receiving anonymous reports and the prohibition of retaliation against whistleblowers.

The use of the Ethics Whistleblower Channel must be ensured by confidentiality rules to protect those who voluntarily wish to identify themselves. Proper compliance with the rules of anonymity, confidentiality and prohibition of retaliation is an essential factor to ensure trust in the Ethics Whistleblower Channel.

### **7.2 RECEIPT AND ASSESSMENT OF COMPLAINTS**

The management of the Ethics Whistleblower Channel must be the responsibility of the R-Compliance CRB, which must receive the complaints, together with a second person designated by it.

R-Compliance must ensure that all complaints received through the Ethics Whistleblower Channel, or through any other means, are registered and investigated with independence, impartiality, methodology and legal support, guaranteeing confidentiality, anonymity and prohibition of retaliation against the whistleblower. R-Compliance must conduct the investigations, either internally, with its own team of Members, or externally with the assistance of specialized companies.

All complaints received and the outcome of the investigations must be periodically communicated to the CRB Ethics Committee (hereinafter defined in item 7.3), except for the following situations:

- When the complaint involves any of the members of the Board of Directors of CRB, the R-Compliance CRB must communicate the result of the investigation directly to the Committee *Compliance*. When the complaint involves the Chief Executive Officer, or one of his direct Team Members, or R-Compliance CRB must communicate the result of the investigation directly to the CA-CRB.
- When the complaint involves the R-Compliance CRB or the second person who also receives the complaint must immediately forward it to the CA-CRB so that it can decide on the appropriate actions.

During the investigative process, as soon as the R-Compliance CRB identifies strong suspicions or evidence of improper performance, it must share the investigation report with the Manager of the Member under investigation. This Manager must have autonomy and competence to deal with the matter and take the recommended measures. Whenever necessary, the Manager and the R-

Compliance CRB must consult the Person Responsible for People and Organization and the Legal Officer about the measures to be taken.

If there is convergence between the decision of the Manager and the R-Compliance CRB, the investigative process can be closed and presented to the Committee of *Compliance*. If there is a divergence between the Manager's decision and the opinion of R-Compliance CRB, the facts must be presented to the Committee of *Compliance*

If there is a divergence between the Manager's decision and the opinion of the members of the *Compliance* the facts must be presented to the CEO of CRB, who will make the final decision.

As a final step in the internal investigation procedure, the R-Compliance CRB must assess the obligation or convenience of communicating internally and/or informing any authorities or Third Parties about the identified irregularities. Before, however, he must take his recommendation to be confirmed by the Committee of *Compliance*

During the investigation, or after its conclusion, when the R-Compliance CRB identifies opportunities for improvement in the process that allowed improper action, it must suggest them to the person responsible for the matter, who must have the autonomy and competence to evaluate and, if applicable , implement the suggestions given.

### **7.3 COMMITTEE COMPLIANCE**

At CRB, there must be a Committee of *Compliance*, which aims to support issues involving violations of the commitment to act with ethics, integrity and transparency.

It is incumbent upon the Committee of *Compliance*:

- Evaluate and discuss the outcome of whistleblower investigations.
- Act impartially and responsibly in your recommendations.
- Treat all information and documents analyzed with absolute secrecy and confidentiality, regardless of the subject.
- Submit suggestions for improvement to the CA-CRB, in alignment and with the support of the Committee *Compliance*.
- Support the resolution of unforeseen ethical dilemmas, resolve doubts about controversial situations and ensure the maintenance of uniformity of criteria used in similar cases.

#### **7.3.1 COMPOSITION**

The Committee of *Compliance* it must be composed of at least three full members, one of them being the R-Compliance CRB and the other members as indicated by the CA-CRB.

### 7.3.2 MEETINGS

The Committee of *Compliance* must meet ordinarily, once every quarter, in accordance with the calendar issued by its RC Compliance, and extraordinarily at the request of R-Compliance or any of its members, preferably at CRB's headquarters.

### 7.3.3 COORDINATION

The R-Compliance CRB is the coordinator of the meetings of the Compliance Committee. It is up to him:

- Develop the annual calendar of regular meetings and inform its members in advance.
- Conduct committee meetings presenting to its members the detailed status of the investigations of the complaints received, as well as the status of the respective alignments with the relevant leaders.
- Prepare analytical reports and appearances based on the investigations of the complaints received.
- Define the need for extraordinary meetings, respecting the right of each of its members to also request the convening of these meetings.
- Evaluate and define the matters to be discussed at the meetings, including considering the recommendations of the other members of the *Compliance* CRB Summon committee members for meetings, as well as inform the agenda, in principle, at least five days in advance.
- Invite to participate in committee meetings, when necessary or convenient, other Members of the CRB, as well as any other persons holding information relevant to the purpose of the meeting.
- Prepare minutes of the meeting, containing at least:
  - list of members present, duly signed;
  - presentation of the investigated cases presented as an attachment;
  - citation of the other matters dealt with; and
  - recommendations of the members of the Committee of *Compliance*.
- Transmit to the CA-CRB the summary of the meeting, including the result of the analyses, the actions taken, the opportunities for improvement identified and the recommendations of the committee members, if any.

## 8. RISK AND CONTROL MONITORING

Monitoring of risks and controls is the continuous assessment of internal controls in order to verify if they are adequate and effective to mitigate risks. Monitoring of risks and controls can be done through internal or external audits or through the continuous assessment of key risk indicators of the CRB. Risk monitoring must be part of the daily actions of CRB Members, who must be trained to identify events that may generate risks of non-compliance with ethical, honest and transparent performance.

### 8.1 INTERNAL AUDIT

Internal audit is an independent and objective activity, designed to monitor, evaluate and make recommendations to improve the Company's internal controls, policies and other guidelines. The performance of internal audits aims to support CRB Managers to achieve their objectives, through a systemic and disciplined approach, to assess and improve the effectiveness of the risk and control management processes.

The R- Compliance CRB, alignment as a Committee *Compliance* it must plan and submit, for input and approval from the CA-CRB, a proposal for an annual internal audit plan, including requirements for planning, methods for defining the scope, carrying out the audits and communicating the results.

The annual audit plan must be compatible with the Company's strategy and aligned with the CEO of CRB. The plan must be based on the CRB risk matrix, considering: priority risks, the financial and accounting materiality of the processes, reports to the Ethics Whistleblower Channel, as well as the results of previous audits. The plan should aim to prevent and identify potential deviations and threats and identify opportunities for improvement.

The internal audit reports must be issued in clear and objective language, with adequate detail to understand the matters dealt with. Among other matters, they should include the assessment of controls, the maturity of the processes, the main risks and vulnerabilities identified, as well as recommendations for improvement by level of criticality.

All audits must be conducted with objectivity and complete impartiality. The results of the internal audits must be presented to the Chief Executive Officer of CRB, so that together as R- Compliance CRB and as support of the Committee *Compliance*, evaluate the implementation of the resulting recommendations, and the CA-CRB, for knowledge, including the decisions of the Managers.

The R- Compliance CRB, in alignment with the Committee *Compliance*, must monitor the implementation of the agreed recommendations, reporting the matter periodically to the CA-CRB To perform the internal audits, the R-Compliance CRB, with the support of the Committee *Compliance*, he can:

- Request other Members to prepare or make available the information, system data, documentation and necessary clarifications.
- Have access to all Members, information, records, data, systems and facilities that may be necessary.
- Request information and confirmations from Third Parties, through those responsible for contacts with these Third Parties.

If the R-Compliance CRB decides to partially outsource the internal audit work, these must not be performed by the same company that provides independent external audit services.

## 8.2 EXTERNAL AUDIT

Subject to the applicable provisions, the main attribution of the independent external auditor is to analyze, audit and issue an opinion on whether the financial statements prepared by the Company's Directors adequately represent, in all material respects, the Company's equity and financial position.

The independence of the external auditors is fundamental for them to be able to evaluate the financial statements with exemption.

The CA-CRB, based on the Committee's recommendations *Compliance* and the Responsible for Finance of CRB, must approve the hiring of the independent external auditor to carry out the analysis and audit of the financial statements, and any other service, and issue its opinion. It must also ensure that none of the additional services contracted from the external auditor can jeopardize the objectivity and independence required of the external auditor. Independent external auditors must not audit the product of their own work, must not promote or defend the interests of the audited company, and must not perform managerial functions for the audited company.

It is up to CRB's independent external auditors:

- Report to the respective Board of Directors.
- Express your conclusion on the financial statements through a report issued in accordance with applicable auditing standards.
- Assess whether the internal controls used are adequate and sufficient to allow the preparation of financial statements that do not present distortions, regardless of whether caused by error or fraud.
- Issue a report with recommendations arising from its assessment of internal controls performed during the audit process.
- Report to the CA-CRB any disagreements that arose in the dialogues with the Company's Administrators, or if there were difficulties in obtaining the necessary information.

### 8.3 RISK INDICATORS

The R-Compliance CRB must implement monitoring of risk indicators aiming to:

- Timely detection and control of potential fraud, embezzlement or financial loss situations.
- Monitoring of recurrent failures and establishment of corrective actions.
- Demonstration of the evolution of risks on a continuous basis for the Company's Managers and for the CA-CRB, with the support of the Committee *Compliance* Establishment of common performance indices used as a reference between locations and different Companies, when applicable.
- Identification of trends related to errors or irregularities, considering time, company, location, process and sub-process.

## 9. REMEDY RISKS AND STRENGTHEN CONTROLS

After the identification, assessment and measurement of risks, the response to situations of exposure to remaining risks must be defined.

Responding to risks involves identifying one or more options to mitigate them. Risk response options are not necessarily mutually exclusive or appropriate in all circumstances and may include avoiding, mitigating, sharing or accepting it depending on the risk tolerance and appetite at CRB.

Selecting the most appropriate risk response option involves balancing, on the one hand, the costs and efforts of implementation and, on the other, the resulting benefits, related to legal, regulatory or any other requirements, such as social responsibility and the protection of the environment. Decisions should also consider the risks that require an economically unjustifiable treatment, such as, for example, severe risks (with great negative consequences), but rare (with very low probability). Various treatment options can be considered and applied individually or in combination.

The Company typically benefits from adopting a combination of risk response options. When selecting risk treatment options, consideration should be given to stakeholder values and perceptions, and the most appropriate ways to communicate with them. When risk response options may affect risk in other environments within the Company, or with stakeholders, those involved should be involved in the decision.

In the risk response plan, the priority for implementing the risk response, its deadlines and the definition of those responsible must be clearly identified.

Risks must be addressed by strengthening the control environment. In this sense, it is important that strategies are developed and implemented in each Company to continuously mature and strengthen its control environment and in alignment with its objectives, especially when new activities or achievements increase the level of exposure to risk.

The R- Compliance CRB, in alignment with the Committee *Compliance*, must monitor the implementation of risk response and process improvements identified as necessary by the Compliance team and which were aligned and agreed with the Managers of the analyzed processes.

## **10. DISCIPLINARY MEASURES**

Disciplinary measures must be taken as a result of the violation of the guidelines expressed in the commitment to ethical, fair and transparent performance in order to ensure the seriousness of the Compliance System.

CRB's Chief Executive Officer must ensure that, in the implementation of the Compliance System, within his scope of responsibility, there are disciplinary measures in the event of deviations from ethical, honest and transparent performance. These disciplinary measures must be proportionate to the type of violation and the degree of responsibility of those involved. The prompt interruption of irregularities and the timely remediation of risk situations may include, but are not limited to the following actions: the termination of a Member, including for just cause, verbal and formal warnings, contract cancellations, suspension of payments, among others .

These disciplinary measures must also include the possibility of adopting precautionary measures, such as the preventive removal of Members who may interfere with or influence the proper course of the investigation of the complaint, suspension of Third-Party contracts, among others.

## **1. RESPONSIBILITIES**

The Members of the Rota das Bandeiras SA ("CRB"), in their daily lives and in the development of their respective Action Programs, are responsible for acting in an ethical, honest and transparent manner, in accordance with the guidelines defined in this Policy. Therefore, they must be simultaneously responsible for the implementation, observance, dissemination and inspection of compliance with it.

Occasionally, CRB Members may face situations where it is not clear whether an action is acceptable or not. Laws, culture and practices are different in each country, and even in different regions of the same country. The guidelines contained in this Policy allow us to assess and identify most of these situations, avoiding behavior considered unethical, but do not necessarily detail all these situations.

Members must be aware that misconduct, whether by action, omission or complacency, harms society, violates the law and destroys CRB's image and reputation. Thus, if the Member has doubts about what conduct to adopt in the face of a possible questionable action, whether by himself or by a Third Party, he must bring the matter to the attention of his direct Manager, openly and sincerely, until the doubt is resolved. Ignoring, omitting or claiming ignorance is not acceptable conduct.

In the event that there is any discomfort in the explicit position with its Manager, or if the Member has reasons to remain anonymous in reporting a possible violation of this Policy, he/she must use the Ethics Whistleblower Channel, through the tools available on the internet and online toll free phone as described below:

- Free telephone line, 0800 calls, available 24 (twenty four) hours a day, 7 (seven) days a week. The system provides information on how potential misconduct should be reported. For reports related to CRB, the contact telephone number is available on the Company's website.
- Reports via the Internet must be made through a specific website and disclosed by the Company for such purposes.
- The Ethics Whistleblower Channel is available at CRB, so that its Members, Clients, Third Parties and external audiences can, in a safe and responsible manner, contribute with information for the maintenance of safe, ethical, integrity, transparent and productive corporate environments.
- Retaliation against a Member who reports in good faith a concern about conduct or suspicion of non-compliance with the guidelines established in the commitment defined in this Policy is neither permitted nor tolerated.

### **1.1 RESPECT FOR LAWS**

Acting in accordance with applicable laws and regulations values the moral and material assets of the Shareholders and contributes to the socioeconomic and business development in the sector and region where CRB operates.

Therefore, in the development of their Action Programs, CRB Members must respect and obey the laws, regulations, practices and good customs of each country or region in that act.

The context of the diversified and dynamic business in which CRB operates imposes a behavior from Members that goes beyond the text of the law. Members must preserve the spirit of laws and regulations, observing the highest standards of ethics, integrity and transparency, preventing even the appearance of improper acts.

This responsibility also involves the adoption of appropriate measures, when they become aware of irregularities that may compromise the reputation or interests of CRB.

Although there may be arguments about cultural conditions or usual market practices, Members must always act based on the Principles and specific guidelines defined in this Policy. Therefore, Members must act in a  
to contribute individually and collectively to necessary changes in the markets and environments where there may be induction of deviations in this conduct.

Doubts regarding the legality of a conduct must be clarified with the CRB Legal Officer.

## **2. WORKING ENVIRONMENT**

Relations between CRB Members must be guided by cordiality, discipline, respect and trust, influencing and being influenced, in the pursuit of what is right, regardless of the program they carry out.

Managers at CRB must guarantee their Team Members a work environment free from insinuations or discrimination of any kind, avoiding possible personal embarrassments.

Equal treatment among Members is essential for them to feel that they are agents of their own destiny and contribute to the CRB and to the construction of fairer, more prosperous and inclusive societies.

Diversity in work environments contributes to valuing and respecting different gender identities and sexual orientations, religions, races, cultures, nationalities, social classes, ages, physical characteristics, as well as to innovation and creativity in companies with the harnessing the potential arising from the positive aspects of differences between people.

All Members must be treated fairly and equitably with respect to their differences, and be guaranteed non-discrimination and the inexistence of restrictions of any kind.

In work situations, wherever they occur, Members, in addition to complying with the legal requirements of each location, must respect internationally recognized human rights, including, but not limited to:

- Respect for dignity.
- To the value of each person.
- The right to life and freedom.
- Freedom of opinion and expression.
- Free association.
- The right to work and education.

Human Rights must be observed for their universality, for applying equally and without discrimination to all people, for their inalienability, as no one can be deprived of these rights, and for their indivisibility, as they are interrelated and interdependent.

The use of the position of Manager to request personal favors or services from Team Members is not permitted. The abuse of power or authority of a Manager that may result in actions by its Team Members in conflict with the laws and regulations in force is also not acceptable. Intrusion into people's private lives, neither in the work environment nor outside of it, is admitted.



The use of alcoholic beverages and drugs in the work environment, as well as the entry of people in a state of intoxication or under the influence of substances that interfere in their behavior that may affect the safety and activities of other people, is prohibited. .

The sale and exchange of goods or services of interest on the Companies' premises is prohibited.

## **2.1 OPPORTUNITIES**

Everyone at CRB must have equal work opportunities.

Thus, in the procedures for identification, hiring, attribution of challenges and responsibilities, development and training opportunities, performance evaluation, definition of compensation and benefits, and other practices, the necessary requirements and the merit of the people, expressed in the results of their work, their personal and professional qualifications and their potential.

## **2.2 WORKING CONDITIONS**

Work is a worthy activity. Through work, the potential of the human being is valued, such as the spirit of service, the capacity and desire to evolve and the will to surpass results.

Therefore, forced labor or work in similar conditions, child labor, sexual exploitation and human trafficking is not allowed or tolerated in the activities of CRB, nor in the activities of agents or business partners in its value chain.

## **2.3 HARASSMENT**

Harassment, in all its forms, violates trust and respect among Members. Therefore, threats, bullying or sexual harassment of any kind, including but not limited to women, are not tolerated. Situations that constitute disrespect, intimacy, intimidation or threat in the relationship between Members, regardless of their responsibilities, are also not tolerated.

Moral harassment is the practice of abusive conduct committed by one or more people against an individual, usually repetitively and prolonged, in order to coerce, humiliate, disrespect, belittle or embarrass him during the journey. of work.

Sexual harassment is when someone in a privileged position uses this condition to coerce or offer benefits to an individual to gain sexual advantage or favor.

## **2.4 HEALTH, OCCUPATIONAL SAFETY AND THE ENVIRONMENT**

Managers have a duty to promote their own health and support their Team Members in this regard, as well as to promote the safety of operations and environmental conservation in the Communities in which they operate.

CRB Members must know and comply with the requirements related to environmental protection, occupational safety, their own health and that of other Members, subcontractors and other people directly involved in their activities.

Members must meet the legal requirements and those established by the CRB for the control of risks to health, safety and the environment that may occur in external environments and in communities as a result of CRB's activities.

In case of accidents and resulting inspections involving CRB, its suppliers or Customers, the Members who first have contact with the incident or with the public authorities must have the duty to

communicate promptly, and then also in writing, to the internal responsible for safety in the work and/or environmental, as the case may be, as well as to their immediate Managers.

Members must not impede the entry or hinder the work of inspectors, environmental police or labor inspectors at CRB facilities. The monitoring of such authorities, however, must be carried out by Members qualified and trained for this purpose.

## **2.5 USE AND PROTECTION OF ASSETS**

CRB members must act to add value to the assets entrusted to them and use it for actions related to the Company's interests.

CRB Members are responsible for ensuring the conservation and protection of the Company's tangible and intangible assets, which include data, information, facilities, machinery, equipment, furniture, vehicles and values, among others.

Information Technology resources, such as telephone, e-mails, internet access, software, hardware and other equipment, made available to Members, must be used to meet their work needs.

The use of Information Technology resources made available by the CRB, such as telephone, e-mail and internet access, for private matters must be done in a conscientious and restrained manner.

The data, records and information produced by Members and maintained physically or in CRB's information systems are the exclusive property of CRB. The Member must be aware that CRB has access to internet usage records, e-mails and other information stored on their computers, as well as to mobile and landline telephone resource usage records, therefore, they should not expect to privacy.

### **2.5.1 IDENTIFICATION, MAINTENANCE AND SAFEGUARDING RECORDS**

The existence of complete and reliable records and information systems is essential for a transparent action that strengthens the relationship between Members and between them and Clients, Shareholders and Third Parties.

CRB Members, in the development of their Action Programs, produce, receive and transmit, in different ways, various types of data, records and electronic or printed information, which must be properly identified, maintained and protected.

It is the duty of Members to identify, maintain and safeguard records, at least for the specific period required by applicable law, regulation or legal process or for the time necessary for the development of CRB's business activities.

Destruction of records relating to a subpoena, out-of-court notification or that are relevant to an investigation or litigation could even inadvertently cause harm to the CRB. If the Member has doubts as to whether a specific record is related to an investigation or litigation, or a summons, or about how to preserve specific types of records, he must preserve the records in question and consult the Legal Officer at his place of work, to determine the course of action to be taken.

Records must be kept on CRB's premises or externally in appropriate locations for this purpose. No CRB-related records should be kept in Members' homes or in any other inappropriate location permanently or for an extended period of time.

Under no circumstances may CRB records be selectively destroyed in order to impair their availability for use in a legal or investigative proceeding. Therefore, upon the knowledge of a subpoena, investigation or legal proceeding, Members must immediately preserve the records that may be related to the matter.

CRB Members must respect the privacy of Customers and suppliers, keeping their records, information, operations, contracted services, etc. confidential.

### **2.5.2 PROTECTION OF PERSONAL INFORMATION**

CRB Members or Third Parties, on behalf of CRB, who need to use, access, collect, store, change, disclose, transmit or destroy personal information of Members or other persons in the possession of CRB, must act in strict compliance with the law and current regulations on protecting the integrity and confidentiality of a person's private information.

Personal information is understood to be information that can be used to directly or indirectly identify a person, including, but not limited to, name, address, registration numbers, telephone, physical attributes, email, as well as any information that may be associated with the person, such as health data, dependents, properties, financial situation, performance and behavioral evaluations, among others.

Personal information of Members and other persons in CRB's power must be protected against unauthorized and unauthorized loss, theft, access, use, disclosure, reproduction, alteration or destruction. Personal information must be used strictly, ensuring:

- That only necessary information will be collected.
- That they are used for the purposes for which they were collected, except when the person himself consents to a different use.
- The security, veracity, accuracy of the information.
- People's right to privacy.
- That only people authorized to handle them by virtue of their professional activities will have access to personal information, as needed.

### **2.5.3 CONFIDENTIAL AND PRIVILEGED INFORMATION**

Members must preserve and ensure the confidentiality of CRB information that:

- if improperly disclosed, they may be useful to competitors or harmful to CRB, its Clients, or Third Parties; and
- may be important to an investor's decision to buy, sell or hold securities of CRB or its business partners.

Members, Shareholders or Third Parties who, during the course of their work, have knowledge or access to CRB's confidential and privileged information must not:

- Trade CRB or Third Party shares based on this information.
- Disclose them to Third Parties, who may, based on this information, trade shares of CRB or its Third Parties.
- Disclose confidential information when interacting with family and friends.

## **3. CUSTOMER RELATIONSHIP**

A satisfied customer is the foundation of CRB's existence. Therefore, the basic principle of CRB Members' business action must be to serve the Client, anticipating their demands and meeting their expectations with an emphasis on quality, productivity and innovation, with social, community and environmental responsibility, and with full respect for laws.

Members are prohibited from directly or indirectly promising, offering or giving advantages, favors, gifts, entertainment or anything of value to employees or persons representing CRB Clients with the

purpose of influencing, securing or rewarding them for a decision in the interest of CRB and/or obtaining an Undue Advantage.

#### **4. RELATIONSHIP WITH SHAREHOLDERS AND INVESTORS**

The CRB Shareholder expects that the CEO of CRB and the other Managers in the Entrepreneurship Line:

- Contribute to the consolidation of the CRB's good image.
- They generate moral and material wealth reflected in the continuous economic appreciation of their tangible and intangible assets and in the growing and consistent return on their investment.

CRB's Shareholders also expect that the management of their assets will provide ever-growing and consistent results, with an adequate return on their investment.

They also hope that a good image of the company they participate will be created and consolidated. The other Investors are satisfied with the adequate return on their investments and with the safe appreciation of their assets invested in CRB.

The relationship with all Shareholders and other Investors must be based on accurate, transparent, regular and timely communication of information that allows them to monitor the performance and trends of the respective Company, especially those that impact tangible and intangible results.

To this end, each Member must ensure that the information resulting from their activities is being produced and organized in such a way that it can be made available to CRB Members responsible for communicating with Shareholders and other Investors.

#### **5. RELATED PARTY TRANSACTIONS**

Transparency and open communication are fundamental in all trusting relationships, including relationships with related parties.

Related parties are any natural or legal persons that fall into one of the situations below:

- Owns the Company's shares or can exercise Significant Influence over it.
- Whether directly or indirectly, Controlled by a Parent Company or under the common control of a shareholder exercising Control or Significant Influence over the Company.
- Be it a Key Person, or your Close Relative, of the Company, its Subsidiary, its Parent Company or any legal entity that exerts Significant Influence over the Company.
- It is a Controlled Company, jointly or individually, by or under the Significant Influence of any person mentioned in the item above.
- It is a Controlled Company, which has the shareholding of Third Party.
- For any reason or circumstance, you are in a condition or situation in which there is a fear that you will not be able to contract under market conditions, where the following principles are respected:

competitiveness (prices and conditions of services compatible with those practiced in the

Marketplace);

Compliance (adherence of services provided to terms and responsibilities contracts practiced by the Company, as well as adequate information security controls);

transparency (adequate reporting of the agreed conditions, as well as their reflections in the Company's financial statements); and

equity (establishment of mechanisms that prevent discrimination or privileges and practices that ensure the non-use of privileged information or business opportunities for the benefit of individuals or Third Parties).

Transactions between related parties include and are not limited to the transfer of funds, provision of services or obligations between the Company and a related party, regardless of whether a price is charged in return.

CRB's transactions and related parties must adopt the following steps, without prejudice to others that may be defined through specific procedures of the Company:

- Transactions between related parties must be negotiated independently, with the purpose of prioritizing the Company's interests and optimizing social results, adopting equitable treatment for all shareholders.

- Decisions must be taken in a thoughtful and well-founded manner, adopting instruments that ensure their transparency.
- The transaction between related parties must be entered into in writing, specifying in the respective instrument its main conditions and characteristics, such as the form of contracting, prices, terms, guarantees and main rights and obligations.
- The transaction between related parties must be approved by the Board of Directors, if applicable any of the hypotheses provided for in its bylaws and must be previously submitted to the Committee for analysis. *Compliance* and respective approval by CRB's Board of Directors, if applicable, pursuant to CRB's bylaws and/ or shareholders' agreement.

The Committee's statement *Compliance* regarding the feasibility, benefits and convenience of the transaction between related parties will have a technical and guiding character of the Board of Directors of CRB and will not generate binding effect.

- If requested by the Committee *Compliance* of CRB, any person bound by this Policy who is considered to be a related party may be invited to attend the respective meeting of said Committee in order to clarify their involvement and provide information on the transaction between related parties.
- If a shareholder or a Key Person of the Company, its Parent Company or its Subsidiaries is in conflict of interest in a certain transaction between related parties, they must inform such situation and refrain from participating in the negotiation and decision-making processes related to the transaction between parties related. If you fail to disclose your conflict of interest, anyone who is aware of the situation must do so.
- Both the Committee *Compliance* as the CRB Board of Directors, when applicable, they must receive complete and written information on the main characteristics and conditions of the transaction between related parties, such as the form of contracting, price, terms, guarantees, subcontracting conditions, rights and obligations, specific clauses such as exclusivity, non-competition and any other relevant to the decision-making process, as well as the alternatives considered by management.
- The approval of the remuneration of the Company's administrators is not characterized as a transaction between related parties for the purposes of this Policy.
- The transaction between related parties must be approved by the Board of Directors, if applicable any of the hypotheses provided for in its bylaws,

Transactions between related parties that:

- Do not observe the rules established in this Policy.
- Arrange for the granting of loans on behalf of the Company's Controllers and related parties.
- Be approved without complying with applicable law, bylaws and the Company's shareholders' agreement.
- Key Person is any individual who, directly or indirectly, has authority and responsibility for the planning, direction and control of the Company's activities, such as administrators with management power, directors, statutory or not, and members of the board of directors.

## **6. RELATIONSHIP WITH SUPPLIERS**

Relationships with suppliers and service providers must be based on discipline, respect and trust, meeting the best interests of both parties, ensuring return to its Shareholders and valuing its assets.

CRB Members must act diligently in the identification, contracting and maintenance of product or service providers, seeking the best interest of the Company, based on fair, transparent criteria, including technical and professional criteria, such as competence, quality, compliance with deadlines, price, financial stability, reputation, among others.

In principle, CRB's Members must not directly contract suppliers (individuals or legal entities) who are of their own property or interest, or who have Close Relatives who control them or who have Significant Influence on them.

If the Member needs to hire suppliers that present one of the situations mentioned above, he must discuss the matter with his Manager and obtain his prior written authorization, which must be sent to the R-Compliance Company for registration. Contracts with suppliers must be objective, with no room for ambiguity or commissions, and must contain specific clauses on the commitment to complying with local laws, including anti-corruption laws.

Members responsible for contractual relations with suppliers must ensure that they undertake to comply with the provisions of this Policy, especially if, by contractual provisions, the Third Party somehow represents CRB. It is not allowed to contract, maintain or renew a contractual relationship or not, with people or third parties who do not respect the commitment defined in this Policy.

## **7. FREE COMPETITION**

Free competition encourages creativity and continuous improvement and promotes productivity.

The antitrust laws aim to protect and promote free and open competition and must guide the actions of CRB Members, as well as Third Parties that legitimately and directly represent the Company.

Actions that have as their object or that may produce the following effects are prohibited by law:

- Limiting, distorting or otherwise harming free competition or free enterprise.
- Illicitly dominate relevant market for goods or services.
- Arbitrarily increase profits.
- Abusing a dominant position.

Thus, the Members of CRB must act in strict compliance with the law and the rules that aim to preserve free competition, practices or acts aimed at frustrating or defrauding the competitive process are prohibited.

### **7.1 RELATIONSHIP WITH COMPETITORS**

In the normal course of their actions at the Company, CRB Members relate and interact in a legitimate way with competitors at meetings or even within the scope of class associations and unions. On these occasions, it is prohibited to exchange information that could harm free competition in order to favor the Company or a competitor or harm it.

CRB's competitors can also be its Customers, partners or suppliers. In this case, communications with Competitors must be strictly restricted to those that support the relationship in question.

In order to ensure that the interaction with a competitor is following the law and with the rules of defense of competition, the Member must guide his relations with competitors according to the following guidelines:

- Agreement, tacit or express, understanding or arrangement with competitors, which aims to:
  - restrict competition;
  - divide or allocate Clients and/or territories;
  - failing to purchase products from a supplier or type of supplier;
  - fail to sell a certain product or provide a certain service: generally, in certain geographic area, and/or for a certain category of Customer;
  - limit the quantity or quality of its production or the quantity of products that sell or the type of service it will provide to any Client;
  - refrain from launching new products or discontinuing obsolete products; and/or - accelerate or delay the launch or discontinuation of a product or service.
  - fix, increase, reduce or maintain prices;
  - establish minimum and maximum prices;
  - grant or eliminate price discounts; and
  - use special terms, conditions or types of pricing systems. the prohibition of Pricing agreements apply both to the prices of products sold and/or services provided by the Company and its competitors to their respective Customers, as well as to the prices that the Company and its competitors pay to their suppliers.
- The mere attempt (even if unsuccessful) to agree, can constitute an illegal act between competitors.
- It is prohibited to exchange information and/or discussion of commercially sensitive issues, such as: prices, pricing policies, terms or conditions of sale (including promotions, promotion schedule, discounts and subsidies), credit conditions and billing practices, terms and conditions offered by suppliers, profit or profit margin, costs, business and investment plans, capacity level and expansion plans, bids, including the intention to present or not a proposal for a particular contract or project, new products or innovations on products, warranty terms, among others.
- Do not participate in meetings where competitors discuss prices or other market practices. If the meeting starts and then there is a discussion about prices or any of the other topics mentioned above, the Member must leave the venue.
- No Member can authorize the sale of products or services at excessively low prices (ie, below total cost, including normal operating cost margins) with the intention of harming competition or eliminating a competitor. Under no circumstances may the Member set prices below the cost of the product or service in order to "discipline" or "retaliate" a competitor in order to eliminate, harm or force it to adopt a certain pricing policy or competitive policy.
- CRB Members must not seek, or even appear to seek:
  - controlling prices, entry, or competitive conditions in a market; eliminate or discipline a competitor; or gain all sales or a predominant market share illegally.

The Companies' Business Plans are based on profitability, growth and other economic success criteria. Under no circumstances may these plans be based on market control, unlawful market dominance or elimination of competitors.

- In the case of bidding for contracts with the government or private institutions, or otherwise, the following types of agreements, understandings, or arrangements between the Company and one or more competitors are strictly prohibited:
  - Prior discussion or exchange of specific information about the bid.
  - Disclosure or discussion about participation in a bid.
  - Submission of fictitious or coverage proposals, "proforma", very high or that contain special terms in order to make them unacceptable but presented as genuine.
  - Bid rotation, in which bidders agree to rotate between



- who submits the lowest bid.
- Suppression or limitation of the proposal, when competitors agree to abstain submit a bid or withdraw their respective bids for another bidder's bid to be accepted.
- Subcontracting agreements through which competitors agree that, if the others do not participate in the bidding or present a coverage proposal, will be compensated through subcontracting.

In some circumstances, it may be desirable and/or necessary for the Company to submit a joint bid with a competitor for a particular project. Joint activities can give rise to complex competition issues. Therefore, they need to be well documented so that their legitimacy and economic rationality are clear.

CRB Managers should seek to win business and have market share due to the best price, quality, deadline and service. No Member shall conduct business or propose actions that do not comply with the provisions of this Policy.

## **7.2 BUSINESS RELATIONS WITH CUSTOMERS AND DISTRIBUTORS**

Certain commercial practices and arrangements with Customers and distributors may harm competition and violate antitrust laws. In order to ensure that business relationships with Customers and distributors are following antitrust laws, the Member must follow the following guidelines:

- Under no circumstances shall CRB Members try to coerce Customers or distributors to stop purchasing products or services from the Company's competitors or make territorial restrictions that generate adverse effects on the market. Blocking input sources or distribution channels is prohibited.
- There must be no unjustified refusal of contracts. To ensure that the termination of business relationships with Customers and distributors is lawful, the decision to terminate a business relationship with Customers and distributors must be based on business justifications or solid commercials. Under no circumstances may the Member enter into agreements with other Customers and distributors to terminate the business relationship with other Customers and distributors.
- Do not treat unequally Customers who share the same characteristics and who cannot be differentiated for objective commercial reasons. Customers can be treated differently when there are justifiable reasons, such as, for example, discount concessions based on the volume purchased, location, purchasing capacity, credit, among others.
- Making the purchase of a product or service conditional on the purchase of another product or service may violate antitrust law and regulations. No Member may impose as a condition for the acquisition of a product or service the purchase of another.
- Dumping or predatory pricing (below the average variable cost, aiming to eliminate competitors) is prohibited.
- Unjustified price discrimination between buyers or the fixing of prices or terms of resale by distributors is not acceptable.
- If you decide to impose a preference, exclusivity or non-compete clause in a given contract, it is recommended to consult the Company's Legal Officer, at the place of operation, to verify the legality of the desired conditions, or any need for notification prior to the competition defense bodies.
- Abuse of market power or economic power and market closure are unacceptable practices.

## **7.3 COMMERCIAL RELATIONS WITH SUPPLIERS**

Certain commercial practices and arrangements with suppliers may harm competition and violate antitrust law and regulations. In order to ensure that commercial relations with suppliers are following the law and antitrust rules, the Member must strictly follow the following guidelines:

- There must be no unjustified refusal of contracts. The decision to terminate a business relationship with a supplier must be based on solid business justifications and/or breach of contract and must consider the legitimate interests of the parties. Under no circumstances may the Member become involved in agreements with other suppliers to terminate the business relationship with the current supplier.
- CRB Members shall not condition the purchase of products and services on reciprocal purchases of the Company's products or services by the supplier. The term "reciprocal negotiation" or "reciprocity" refers to the use of the purchasing power of the manufacturer, or service provider, to coerce a supplier into giving it an advantage in selling the product or providing the service.
- Under no circumstances shall CRB Members try to coerce suppliers to stop selling, negotiating or submitting quotations to their competitors. CRB Members must not interfere in any way in the relationship between their suppliers and their other Clients.
- CRB Members can and should negotiate to obtain the best advantages in a lawful manner, seeking the best prices, discounts and the most favorable purchase conditions. However, as buyers, Members must not intentionally induce prices, promotional discounts or services that constitute a systematically unequal treatment and not justified by commercial or marketing reasons. Likewise, Members must not deceive a supplier with untrue information, such as hypothetical purchase volumes, for example, in order to obtain commercial proposals on more competitive terms.
- Agreements for collective purchases can only be signed if the following conditions are duly met:
  - there is an economic justification for signing such an agreement, such as, for example, greater efficiency and lower cost; and
  - the agreement must not generate anti-competitive effects.

#### **7.4 PROHIBITION OF UNFAIR COMMERCIAL PRACTICES**

Various forms of unethical, oppressive or unscrupulous activities that may harm competitors, Customers or suppliers are considered illegal, and are not tolerated, including, but not limited to, misleading advertising and practices such as depreciation of another company's product, harassment of Customers, Bribery and commercial kickbacks, use of deceptive sales and advertising practices, and theft of trade secrets or Customer lists.

#### **7.5 LICENSES AND PATENTS**

The laws governing licensing agreements between competitors, especially those relating to technology licenses, are often complex, and can be interpreted as practices that inhibit free competition, in addition to involving contractual obligations that may affect the company itself or third parties. Therefore, the Company's Legal Officer must be consulted before entering into licensing agreements with competitors to recommend the necessary actions.

### **8. FIGHTING CORRUPTION**

Acting in compliance with anti-corruption laws values the Shareholder's moral and material assets. Therefore, the commitment of CRB Members to comply with the anti-corruption laws applicable in the places of operation, or with international effectiveness, is fundamental.

CRB Members must assume the responsibility and commitment to combat and not tolerate Corruption, in any of its forms and context, including private Corruption, Extortion and Bribery, and to say no, with firmness and determination, to business opportunities that conflict with this commitment.

Considering the various anti-corruption laws, which we must be convinced of complying with, CRB Members and Third Parties who act directly or indirectly in the Company's interest or benefit are prohibited from:

- Offer, promise, induce, give or authorize, directly or indirectly, Undue Advantage or Thing of Value to any person, especially to Public Agents or a third person related to them, with the purpose of influencing decisions in favor of the Company, or involving a form of personal gain that could affect the interests of the Company.
- Offer, promise, make or accept facilitation payments, which are payments considered insignificant, made to any Public Agent, or third party related to them, in order to try to secure an advantage, usually to expedite routine or non-discretionary actions, such as permits, licenses, customs documents and other official documents, or police protection and other actions of a similar nature.
- Requesting or Accepting Bribes.
- Offer, promise, induce, give or authorize, directly or indirectly, Undue Advantage or Thing of Value as a result of threats, blackmail, extortion and enticement, except in cases where the Member's life or safety is at risk.
- Finance, fund or sponsor the practice of unlawful acts.
- Manipulate or defraud bids or administrative contracts.
- Use an intermediary to conceal or hide their identity and real interests in order to commit illegal acts.
- Making it difficult to investigate or inspect public agencies, entities or agents, or intervene in their performance.

CRB Members must always take a stand against acts of Corruption, even if the proposal is a request from a Public Agent, Third Party or Client.

If a prohibited payment needs to be made to protect the physical integrity or safety of a Member, such as in cases of kidnapping, for example, such payment must be promptly reported to its direct Manager and to the CRB Compliance Officer, who shall provide the appropriate measures.

## **8.1 POLITICAL CONTRIBUTIONS**

Members are prohibited from directly or indirectly promising, offering, authorizing or giving political contributions to political parties or candidates for public office with the resources or on behalf of the CRB, in countries where the law prohibits them.<sup>4</sup>

Political contributions include, but are not limited to, monetary contributions, providing means of transport for candidates and their teams, offering spaces for meetings related to the electoral campaign, or paying printers to print party and promotional material your candidates.

Members, in their own name and exercising their citizenship, are free to make political contributions, in accordance with local legislation. However, if you do, CRB Members must not:

- state that your own political contributions or opinions are in any way related to the CRB; and
- perform or allow any disclosure to be made that binds, in any way, the act of contribution to the CRB.

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<sup>4</sup>In Brazil, Law No. 13,165, 29.09.2015, prohibited legal entities from making electoral donations.

## **8.2 RELATIONSHIP WITH PUBLIC AGENTS**

The interaction of CRB Members with Public Agents or Politically Exposed Persons must occur in an ethical, honest and transparent manner and in accordance with applicable laws, regulations and best practices.

The holding of hearings or meetings with Public Agents, to discuss public contracts, must be preceded by a formal written request. Requests must basically include the following information:

- Suggested date, time and place.
- Identification of Members who will attend the hearing or meeting.
- The subject that will be dealt with.
- If applicable, the document that will be discussed.
- 

Hearings and meetings with Public Agents must be held primarily in public agencies, offices or buildings, during business hours or during shifts duly provided for in the agency's operating rules. These hearings and formal meetings must have the participation of at least 2 (two) CRB Members.

### **8.3 BIDDING AND CONTRACTS WITH PUBLIC ADMINISTRATION**

Due to the nature of its activities, CRB participates in bidding processes and signs contracts with the public administration, directly or indirectly.

In carrying out their responsibilities, CRB Members must comply with the provisions of this Policy and the applicable legislation, acting in an ethical, honest and transparent manner. They must, therefore, be aware that they cannot perform acts that have the purpose of:

- Frustrating or defrauding, by adjustment, combination or some other expedient, the competitive nature of a public bidding procedure;
- Prevent, disturb or defraud the performance of acts of public bidding procedure;
- Withdraw or seek to withdraw a bidder, through fraud or offering of any kind of advantage;
- Fraud public bidding or contract arising from it;
- Create, fraudulently or illegally, a legal entity to participate in public bidding or enter into an administrative contract;
- Obtain an Undue Advantage or benefit, fraudulently, from modifications or extensions of contracts entered with the public administration, without authorization by law, in the act calling for the public bidding or in the respective contractual instruments; and
- Manipulate or defraud the economic and financial balance of contracts entered into with the public administration.

In this sense, CRB Members may not carry out acts that could violate the principles of equality and free competition, as well as acts that could hinder investigation or inspection activities by agencies, entities or Public Agents.

In addition to the appropriate accounting and financial records, those responsible for leading or participating in bidding processes, administrative contracts or consortia constituted for these purposes must maintain auditable written records of the acts performed in such context.

The prohibitions listed in this item extend to the spheres of action of the national and international public administration, including companies directly or indirectly controlled by the government and other public entities or international organizations, such as the World Bank, IDB- Inter-American Development Bank, and other similar financial institutions.

### **8.4 RELATIONSHIP WITH THIRD PARTIES**

It is strictly prohibited to use a service provider, agent, consultant, broker, intermediary, sales representative, reseller, distributor or other Third Parties to carry out illegal acts, including paying or offering bribes.

The actions of Third Parties present specific risks, as in certain situations the Company and its Members may be held responsible for inappropriate acts carried out by a Third Party, even if they are not aware of it.

CRB Members must never ignore information that suggests possible corruption by Third Parties on behalf of the Company. Members involved in the identification, evaluation and hiring of Third Parties must be diligent and pay attention, for example, but not limited to the points of attention below, related to the reputation, qualification, hiring and payment process of the third party.

#### **8.4.1 REGARDING REPUTATION**

- The third party's economic interest appears to be contrary to or incompatible with its contribution to the Company.
- Third Party is involved in illegal activities.
- Third Party is associated with or known for using shell companies.
- Third Party provides false, inconsistent, incomplete or inaccurate statements or information or refuses to comply with due diligence procedures.
- It requires confidentiality regarding your identity, final beneficiaries or representatives, without reasonable justification.

#### **8.4.2 ABOUT QUALIFICATION**

- The Third Party is a Public Agent, Politically Exposed Person or Close Relative thereof.
- The Third Party is recommended or required by a Public Agent or by anyone who has, directly or indirectly, any relationship of interest with a Public Agent or Politically Exposed Person.
- The Third Party does not present the facilities or qualifications to perform the work for which it would be hired.

#### **8.4.3 ABOUT CONTRACTING**

- The Third Party refuses to enter into a written contract.
- The Third Party refuses to provide statements regarding Compliance.
- Third Party refuses to agree to internal controls.
- The Third Party requires remuneration at a level substantially above the market.
- The Third Party requests that the contract does not accurately describe the services that will be provided.

#### **8.4.4 ABOUT PAYMENT**

- The Third Party requests unusual payments, such as upfront payments, commissions outside of market practice, or outside the country or to another Third Party.
- Third Party requests payment for vague or undefined services.
- Third Party requests payment without proper documentation or for work that cannot be substantiated.
- The Third Party presents rounded amounts and/or excessive expenses for reimbursement.

CRB Members responsible for managing payments and accounting records at CRB and its Companies must ensure that payments and transactions are documented, including information on the recipient and the nature of the payment. In addition, Members responsible for processing payments for agents and Third Parties must request detailed information related to payments before carrying out the transfer.

In case of refunds to suppliers, CRB Members must request detailed information about the nature of the payment before issuing the refund.

In all CRB contracts with Third Parties, an anti-Corruption clause must be included, whereby the parties must commit to fully comply with the applicable anti-corruption rules and laws, including those of jurisdictions in which they are registered and jurisdiction in which the contract in question will be performed (if different).

The CRB Members responsible for the relationship with the supplier must guarantee, when contracting, that the right to verify their compliance with the contractual requirements is assured.

## 8.5 MERGERS AND ACQUISITIONS

The anti-corruption laws provide for situations in which the Company, as the acquirer, may be held responsible for acts of corruption that have been practiced by the acquired companies and/or businesses.

When considering and carrying out acquisitions, investments, joint ventures and other transactions, those responsible for the matter at CRB must ensure that adequate procedures for assessment and due diligence are carried out on combating Corruption, accounting, legal and integrity of the potential partner, in accordance with an appropriate risk rating, approved by the Committee

*Compliance*. The due diligence process should help establish the fair value of the company to be acquired.

The scope of the due diligence on combating Corruption must be appropriate to the risk profile of the company to be acquired, and, among other aspects, may include:

- Identification of areas considered to be high risk.
- Understanding the company's business model.
- Conducting interviews with company administrators.
- Searches in public sources to verify the suitability of the company and its Administrators.

## 9. MONEY LAUNDERING PREVENTION

Money laundering is a process that seeks to mask the nature and source of the money associated with illegal activity, introducing these values into the local economy, through the integration of illicit money into the commercial flow, in a way that appears to be legitimate or for its true origin or owner cannot be identified.

Those involved in criminal activities such as bribery, fraud, terrorism, arms smuggling and narcotics try to hide the proceeds from their crimes or make them appear legitimate by “laundering” them in lawful business. Likewise, terrorism can be financed by legitimate resources, sometimes called “reverse” money laundering, as a legitimate business was used to finance criminal activity.

CRB Members must comply with laws and regulations dealing with money laundering and terrorist financing in all countries in which they operate. Money laundering and terrorist financing and their facilitation are strictly prohibited in any form or context. Violation of these laws can bring severe civil and criminal penalties for the Company and its Members, individually.

CRB shall only conduct business with reputable Third Parties, including agents, consultants and business partners who are involved in lawful activities and whose resources are of legitimate origin.

CRB's R-Compliance, in alignment with the Committee *Compliance*, shall endeavor to ensure that there are appropriate risk-based prior assessment procedures for Third Parties and Clients, as well

as ensuring that reasonable measures are taken to prevent and detect suspicious, improper, illicit or illegal forms of payment.

The following are some examples of warning signs that help identify possible indications of suspicious activity related to money laundering or terrorist financing:

- An agent or business partner who is reluctant to provide complete information, who provides suspicious, false or insufficient information, or who wants to evade bookkeeping or reporting requirements.
- Payments made with monetary instruments that do not appear to have an identifiable link with a Third Party, or that do not comply with market practices.
- Payments made in cash by a third party or business partner.
- Prepayment of a loan made in cash or cash equivalents.
- Orders, purchases, or payments that are unusual or inconsistent with the Third Party's trade or business.
- Exceptionally complex trading structures and payment patterns that do not clearly indicate the purpose of the deal or have overly favorable terms.
- Unusual transfers of funds to or from countries unrelated to the transaction or not logical to the Third Party.
- Transactions involving locations identified as tax havens or areas of known terrorist activities, drug trafficking or money laundering.
- Transactions involving shell banks or banks in tax havens, unlicensed money senders or foreign exchange operators, or non-bank financial intermediaries.
- Inability or difficulty to verify an entity's corporate history or an individual's background and expertise.
- Negative publications in the media or in the local business community regarding the integrity or legitimacy of the entity or individual.
- Structuring transactions so as to avoid meeting bookkeeping or reporting requirements, such as multiple transactions below the minimum declarable amounts.
- Requests to transfer money or to reverse deposits to a third party or unknown or unrecognized account.

## **10. GIFTS, ENTERTAINMENT AND HOSPITALITY**

Every Member must act in the best interest of the Company, avoiding activities that could create a real conflict of interest or perceived as an act improper to business relations.

The receipt and/or provision of gifts, gifts, entertainment and hospitality by Members and Members to any person is discouraged. However, when necessary or advisable, these may be offered or received, as long as permitted by applicable law and this Policy, and provided that they are not used for the purpose of improperly influencing decisions.

A gift is any item of modest value or without commercial value that can be distributed to serve the strategic functions of brand remembrance and/or thanks, such as books, pens, notebooks, calendars and diaries, bearing the Company's logo.

present is any gratuity, favor, benefit, discount, or any tangible or intangible item that has monetary value. A gift also includes amenities, meals, beverages, services, training, transportation, discounts, promotional items, lodging, or gift cards.

Entertainment is any action, event or activity intended to entertain and arouse the interest of an audience. Tickets for concerts, theatre, exhibitions, concerts, sporting events, social events or other similar types of events open to the general public are considered entertainment.



Hospitality constitutes the structure and network of services that may be necessary to enable, for example, invitations to entertainment, presentation of products, services or facilities and participation in events promoted, supported or sponsored by an Entity or by the Company. Hospitality expenses with reception, travel, ticket, accommodation, transport, food, among others, are considered.

Members must observe the following rules regarding gifts, gifts, entertainment and hospitality, without prejudice to others that may be defined through specific procedures:

- Never offer, promise, give or receive them for the purpose of improperly influencing decisions that affect the Company's business or for the personal gain of an individual.
- Never offer, promise, give or receive them with the intention of creating or appearing to create any kind of manifest or latent obligation or expectation in any person.
- Observe the recipient's company policy regarding permission to receive.
- Be reasonable in terms of value and frequency.
- Comply with the recipient's local laws and customs.
- Never offer, promise, provide or receive Gifts in cash or cash equivalents of any value, including, but not limited to, gift certificates, bonds and securities, discounts or financial compensation in transactions of a personal nature, etc.
- Never offer, provide or accept gifts or entertainment with a sexual connotation, drugs or any kind of illegal items or activities.
- Never request or demand.
- The expense corresponding to the offering must be properly approved and reflected in the Company's books and records.
- Every offer or receipt must be registered as defined by the Company's Compliance Officer.

Offering gifts that display the Company's name or logo with the purpose of publicizing the name and brand is permitted. The gifts are intended for Customers, suppliers and other people with professional relationships of Members. Gifts must not be a form of gifting, reciprocating or providing satisfaction in a strictly personal relationship.

If the receipt or rejection of gifts creates a conflict with local traditions and culture, it is advisable that the gift be accepted and that the matter be communicated to the Company's Compliance Officer, in order to give due treatment.

If there is any doubt about the type of gift, gift, entertainment or hospitality that can be received or offered in the context of business relations, in specific situations not mentioned, the Member should consult his/her direct Manager, or the Compliance Officer of his/her Company, if required.

## **11. BENEFICIAL CONTRIBUTIONS**

Charitable contributions aimed at cultural, social, environmental or sporting development and others of the same nature, offered to philanthropic entities or other community entities, are allowed, provided that the criteria defined below are observed, and any applicable laws and regulations in force, and are not used as a means of improperly influencing business decisions.

Members may make charitable contributions on behalf of the Company only when:

- Allowed by local law.
- They are done after conducting a reasonable research that indicates that the proposed beneficiary is not directly or indirectly associated with a Public Agent.
- They are made to registered and reputable charities.
- They are not made for the purpose of obtaining or retaining any improper business advantage or favor.
- They do not generate dependence for the continuity of the beneficiary entity.
- The objectives of the beneficiary entity are clearly described and aligned with CRB's values.
- The beneficiary entity formally declares how the donated resources will be used.
- Are previously and formally approved by the Chief Executive Officer of CRB or by whomever he



- delegates, and by the Compliance Committee
- The beneficiary entity formally undertakes to be accountable for the use of resources.
- The transfer of funds is made to a bank account in the name of the beneficiary institution.

## **12. SPONSORSHIP**

The following forms of sponsorship are allowed:

- Sponsorships carried out by the Company for the organization of events or for the development of products that encourage and promote actions and expansion of cultural, social, environmental or sports knowledge. In these cases, sponsorships must be approved by the CEO of CRB.
- Contributions given in the form of transfers of financial resources, products or services of the Company to legal entities for the realization of projects or events with commercial, technical and/or promotional purposes and which include as a counterpart the activation and dissemination of the Company's brand, of your products, services, projects or actions.

CRB Members responsible for this second type of sponsorship must ensure that such activities are carried out in a transparent manner, through a contract, with legitimate commercial purposes, and are in accordance with the consideration signed with the event's proponent. An assessment of the fair market value for the sponsorship must be carried out and documented by the sponsor.

Those responsible for these sponsorships must also ensure that:

- They are done after conducting a reasonable survey that indicates that the entity holding the event is not directly or indirectly associated with a Public Agent.
- They are made for entities in the field and with good reputations.
- They are not made for the purpose of obtaining or retaining any improper business advantage or favor.
- The transfer of funds is made to a bank account in the name of the entity hosting the event.
- Are previously and formally approved by the Chief Executive Officer of CRB or by whomever he delegates, and by the Compliance Committee

## **13. ACCOUNTING RECORDS**

Accounting records are a tangible representation of CRB's results. The integrity of these records is, therefore, a fundamental foundation for the reliability and transparency of the CRB's accounting.

CRB must ensure the existence of internal controls that ensure the prompt preparation and reliability of its reports and financial statements.

Legislation, standards and commonly accepted accounting principles must be strictly observed, in each place of operation, in order to generate full, accurate and consistent records and reports that allow for the disclosure and evaluation of the operations and results of each Company by shareholders, investors, creditors, government agencies and other interested parties and support decision-making by Managers.

False, misleading or incomplete accounting records are strictly prohibited. Information about the CRB must be transparent and be regularly disclosed and accessible in an accurate and comprehensive manner.

## **14. CONFLICT OF INTEREST**

In carrying out professional responsibilities and personal actions, CRB Members must ensure that there is no conflict or perception of conflict of interest. Conflicts of interest can arise in different ways and are generally easily perceived and should be avoided.

Conflicts of interest occur when an individual's private interest, or the interest of that individual's Close Relative, interferes, or appears to interfere, with their expected unbiased judgment in their responsibility or the interests of the Company. Conflicts of interest also arise when a Member or his/her Close Relative receives inadequate personal benefits because of their position at the Company.

If a Member or Close Relative is exposed to any of the situations below, he or she must dialogue with their immediate Manager so that both can assess the existence or not of an actual or potential conflict, and how to deal with it.

- Possessing any personal interests that may conflict or be interpreted as conflicting with your professional obligations.
- Hold or acquire, directly or indirectly, interest in a competitor company or a business partner of the Company, with participation that allows exercising influence over the administration of this company.

It is not possible to identify all situations or relationships that could give rise to a conflict or the appearance of a conflict of interest. Therefore, the peculiarity of each situation must be discussed between the Member and their direct Manager, until the doubt is resolved.

Although this document does not mention all possible conflict situations, the following situations are other common examples of potential conflicts:

- Have confidential information that, if used to make decisions, can generate personal advantage.
- Acquiring, or intending to acquire, shares of the Company's Customers or suppliers based on privileged information or providing such information to Third Parties.
- Accepting an external position, task or responsibility of a personal nature that could affect your performance and productivity at the Company or that assists in the activities of competitors.
- Accepting a position, task or responsibility or receiving any compensation from a Customer, supplier or partner of the Company, if this could affect the Company's business relationship with them.
- Accepting a position, task or responsibility or receiving some form of compensation from a competitor of CRB.
- Directly or indirectly hiring Close Relatives, or influencing another Member to hire them, outside the established principles of competence and potential.
- Use CRB resources to meet particular interests.

## **15.SOCIAL RESPONSIBILITY**

Members must comply with their fundamental social responsibility through work performed with productivity, providing good services and providing quality products, complying with legislation, avoiding waste, respecting the environment, cultural values, human rights and social organization in communities.

Thus, they satisfy their Clients, create job opportunities, contribute to the sustainable development of the countries and regions in which they operate, and generate wealth for society.

The voluntary participation of CRB Members in community actions should be valued. In these actions, the Member who wishes to use CRB's time and resources must do so with the prior approval of their direct Manager.

## **16.EXERCISE OF POLITICAL LAW**

According to its principles and concepts, the CRB does not adopt a political party position, and, therefore, must be preserved from the political action of its Members. Therefore, Members are prohibited from linking the CRB to party political activities.

Consequently, it is not allowed to carry out party activities or collect votes, directly or indirectly, in establishments or through the means of communication owned by CRB.

Nevertheless, the Members of the CRB must respect the choices and the personal exercise of citizenship of the other Members, including the free expression of thought and the individual option of political participation, party affiliation and candidacy for public or political positions.

Members who choose to run for political or public positions, or want to manifest themselves politically and publicly outside the CRB, must not take advantage of the position they occupy, nor use any resources or means of the CRB and its Companies, and shall, yes, withdrawing from their activities, disassociating themselves from the CRB.

## **17. DISCIPLINARY ACTIONS**

The Member who violates the provisions of this Policy, fails to comply with the law or any CRB Policy or procedure or allows a Member of his team to do so, or even who knows of any violation and fails to report it, is subject to appropriate disciplinary action , even to dismissal.

Retaliation or any attempt to prevent, obstruct or deter CRB Members in their efforts to report what they believe to be a violation of the commitment defined herein is prohibited, which is also grounds for disciplinary action, including dismissal.

Depending on the nature of the violation, the obligation or convenience of reporting the violation to authorities or Third Parties should also be assessed, which may result in other sanctions.

## GLOSSARY

**"Administrator", "Administrators":** When singular, it means the statutory directors and members of the Company's Board of Directors individually referred to. When in the plural, the statutory directors and members of the company's board of directors referred to jointly.

**"Public Agent":** Any individual who is:

agent, authority, employee, civil servant, employee or representative of a government entity, body, department, agency or public office, including any entities of the executive, legislative and judiciary powers, direct or indirect public administration entities, public companies, mixed capital companies and public foundations, national or foreign; person exercising, even if temporarily and without remuneration, a position, function or employment in an entity of a sovereign State and its instrumentalities, including entities that provide services or serve a public function; director, advisor, Member or representative of a public international organization; director, counselor or employee of a political party, as well as candidates running for elected or political public office; member of a royal family, including people who do not have formal authority but can influence business interests; and spouse or other Close Relative of a Public Agent.

**"Thing(s) of Value":** Any types of non-financial and financial offers such as, for example, cash, gifts, meals, entertainment, transportation, favors, services, loans, guarantees, the use of property or equipment, job or internship offers, donations or favorable opportunities, political or charitable contributions, changes in business conditions, discounts, reimbursement or payment of expenses or debts, among others, provided, directly or indirectly, to individuals who may benefit from business with the Company or even to a Close Relative or associated with such a person.

**"Control" or "Controller":** It is characterized by the power actually used to direct corporate activities and guide the functioning of the bodies of the respective company, directly or indirectly, in fact or in law. There is a relative presumption of ownership of control in relation to the person or group of persons bound by a shareholders' agreement or under common control who holds shares that have assured them the absolute majority of votes of the shareholders present at the last three general meetings of the company, still that does not hold shares that ensure an absolute majority of the voting capital.

**"Controls":** Mechanisms that minimize the possibility of risks occurring or mitigate their impact on the business.

**"Corruption":** Abuse of power or proceeding for personal benefit or dishonest. Corruption can present itself in various ways, such as Bribery (kickback, payment of facilitation, political and charitable donations, sponsorship, gifts, gifts and entertainment) conflict of interest, collusion (manipulation of proposals, cartels and price fixing), patronage, agency of illegal information, use of privileged information, tax evasion, among others.

**"DP-CRB":** Chief Executive Officer of Rota das Bandeiras SA

**"Company":** Rota das Bandeiras SA

**"Extortion":** Practice of serious and imminent threat to the physical integrity of an individual or an asset, used to obtain money or other Things of Value.

**"FCPA":** American anti-corruption law that defines as a crime not only the payment of bribes itself, but also any payment made directly or indirectly by a company listed on the US stock exchange that is not properly and clearly and accurately registered.

**"Significant Influence":** The power to participate in an entity's financial and operating decisions, but that does not necessarily characterize control over those policies. Significant Influence can be obtained through equity interest, statutory provisions or a shareholders' agreement.

**"Members":** All the people who work and who are part of the Company, be they Board Members, Directors, professionals of any nature, interns and apprentices.

**"Manager":** Every Member who leads a team.

**"Line of Entrepreneurship":** In the Organization's macrostructure, the Entrepreneurship Line unites Clients and Shareholders and is made up of Managers directly responsible for obtaining the simultaneous satisfaction of both.

**"Monitor" "Monitoring":** Ensure that the matters in question are carried out by the respective responsible parties, in compliance with the relevant provisions.

**"Close Relative":** Any son and daughter, stepson and stepdaughter, father and mother, stepfather and stepmother, spouse, brother and sister, father-in-law and mother-in-law, son-in-law and daughter-in-law, brother-in-law and sister-in-law, and anyone who lives in the same house, except tenants and employees.

**"Politically Exposed Person":** Persons who hold or held any relevant public position or function and their Close Relatives, within a period defined in the applicable legislation.

**"Action Program", "PA":** Agreement between the Manager and Team Member that defines Team Members' responsibilities and the Manager's commitment to monitoring, evaluating and judging Team Members based on their performance.

**"Scratches":** The effect of uncertainty on the achievement of the Company's goals, characterized by a deviation from the expected, positive and/or negative. Risk is often expressed in terms of a combination of the consequences of an event and the associated probability of occurrence.

**"Bribery":** Act of promising, offering, giving, requesting, authorizing or receiving money, gift, Thing of Value, Undue Advantage, or any type of offer made, directly or indirectly, as a way to induce the practice of any act, omission, influence or Advantage Improper, dishonest or illegal act, or a breach of trust in the performance of an individual's duties

**"The 3rd":** Means any person, natural or legal, who acts on behalf of, in the interest or for the benefit of the Company, provides services or provides other goods, as well as business partners who provide services to the Company, directly related to obtaining, retaining or facilitating business, or for the conduct of Company affairs, including, without limitation,

any distributors, agents, brokers, forwarders, intermediaries, supply chain partners, consultants, resellers, contractors and other professional service providers.

**"UK Bribery Act"**: this law was signed on April 8, 2010 and took effect on July 1, 2011. It is an "Act" aimed at bringing the UK into compliance with an international anti-bribery law, which makes it a crime to give or receive bribes. This act also introduces this crime to institutions that fail to prevent bribery.

**"Undue Advantage"**: Any particular advantage, payment or benefit, direct or indirect, tangible or intangible, to which a person is not entitled.