

## Anti-Corruption and Anti-Bribery Normative Instruction

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### Records

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ANNEX 1 - applicable legislation	Electronic	Compliance	Compliance	-	restricted	5 years	Backup
ANNEX 2 - Charitable contribution or sponsorship form	Electronic	Compliance	Compliance	-	restricted	5 years	Backup
ANNEX 3 - Charitable contribution or sponsorship request form	Electronic	Compliance	Compliance	-	restricted	5 years	Backup
ANNEX 4 - Information form on making political contributions	Electronic	Compliance	Compliance	-	restricted	5 years	Backup
ANNEX 5 - Declaration of conflict of interest	Electronic	Compliance	Compliance	-	restricted	5 years	Backup

**Área de Compliance**  
elaboration

**Comitê Compliance**  
Critical analysis

**Conselho de Administração**  
Approval



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## 1. INTRODUCTION

The present Instruction, bring guidelines and procedures for guide the conduct from members and in third party who act on behalf of the Company to maintain and conduct business based on high ethical and integrity as well as to fulfill at laws and regulations applicable against corruption and bribery.

## 2. DEFINITIONS

**Management Public:** All and any organ, company, autarchy or representation official, direct or indirect, From powers Executive, Legislative and judiciary, in scope federal, state, municipal or abroad.

**Agent Audience:** Any (i) agent, authority, employee, server, employee, representative or person exercising, still that temporarily and without remuneration, office, occupation or job in entity governmental, organ, Department, agency or craft public, including any entities From powers executive, legislative and judiciary, entities gives direct or indirect public administration, public companies, mixed economy, public foundations, national or foreign, as well as in people legal controlled direct or indirectly for the Unity, District Federal, state or County, well as fur power public in country abroad or in organizations public international; ( ii ) person exercising, even if temporarily and without remuneration, a position, function or job in entity in a state sovereign and your instrumentalities, including entities what pay attention services or serve The one occupation public; ( iii ) director, director, Member or representative of an organization public international; and ( iv ) party director, adviser or employee political party, as well as candidates running for elective public office or politicians, in Brazil or abroad; (v) a

member of a royal family, including people what no possess authority formal but can influence business interests; and (vi) the spouse or other Relative Next to a Agent Public.

**Gift:**

Any item in value modest or without value commercial what he can to be distributed for to meet at functions strategic in souvenir gives brand and/or gratitude, such as books, pens, notebooks, calendars and agendas, what possess O soon from the company.

**CA-CRB**

Council in Management gives concessionaire Route of Flags.

**DP-CRB**

Director President/CRB

**R-Compliance**

Representative in *compliance* gives concessionaire Route of Flags.

**Commitment:**

Commitment gives concessionaire Route of Flags with performance Ethics, Integrity and Transparent, in their Law Suit and management.

**Subsidiary(ies) or**
**Subsidiaries:**

Companies in which the Rota das Bandeiras Concessionaire, directly or through other subsidiaries, is the holder of partner rights that permanently assure it **preponderance** in corporate resolutions and the power to elect most Directors.

**Control or**
**parent company:**

It is characterized by the power effectively 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 people bound by a shareholders' agreement or under common control that owns shares that have assured the absolute majority of the votes of the shareholders present at the last three general meetings of the company, even that does not own the shares that ensure an absolute majority of the voting capital.

<b>Corruption:</b>	Abuse of power or procedure for personal or dishonest benefit. THE Corruption he can introduce yourself in various shapes, such as Bribery (bribe, payment in facilitation, donations policies and beneficent, sponsorship, gifts, gifts and entertainment) conflict in interests, stunt (manipulation in proposals, cartels and fixation in prices), patronage, agency in information illegal, use in information privileged, evasion Supervisor, in between others.
<b>Thing in Value:</b>	Any types in offers non-financial and financial as, per example, money, gifts, meals, entertainment, transport, favors, services, loans, guarantees, the use of property or equipment, offers in job or Internship, donations or opportunities favorable, political or charitable contributions, changes in business terms, discounts, reimbursement or payment of expenses or debts, among others, provided, directly or indirectly, to individuals who may benefit business with the Company or even a Close Relative or associate to such a person.
<b>CRB:</b>	Dealer Route of Flags.
<b>Extortion:</b>	Practice of serious and imminent threat to the physical integrity of an individual or on one active, used for get money or other things of Value.
<b>Influence Significant:</b>	The power in to participate in the decisions financial and operational in one entity, but which does not necessarily characterize control over those policies. Significant influence can be gained through participation corporate, provisions statutory or wake up of shareholders.
<b>Investees:</b>	Companies in which the Rota das Bandeiras Concessionaire holds Control or participation corporate what don't you guarantee Control.

**Law Anti-Corruption:** Law no. 12,846, of 1st in August 2013.

**Legislation Applicable :** Legislation referenced at the Attachment 1.

**Manager:** All member does Management of one team.

**Relative Next:** Any son and daughter, stepson and stepdaughter, dad 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 any person what live in the same House, except tenants and employees.

**Person Legal:** Companies businesswomen and societies simple, personified or no, regardless gives form in organization or model corporate adopted, as well as any foundations, associations of entities or persons, or societies foreign, what have thirst, branch or representation at the territory Brazilian, constituted in fact or in right, still what temporarily.

**Compliance Policy :** Policy gives concessionaire Route of Flags about *compliance* with performance Ethic, integrity and Transparent.

**Non-Controlled Company:** companies in what The concessionaire Route of Flags no holds Control.

**Bribery:** Act in to offer, to give, request, authorize or to receive money, Gift, Thing of Value, Undue Advantage, or any type of offer made as form in induce The practice in any act, omission, influence or



Advantage undue, act dishonest or illegal, or one smash in confidence at the performance of functions in a individual.

**Third parties:** Means any person, natural or legal, acting on behalf of, in the interestor for O benefit gives Company, pay services or provide others goods, so as partners commercials what pay attention services The Company, directly related to obtaining, retaining or facilitating business, or for The driving in matters gives Company, including, without limitation, any distributors, agents, brokers, dispatchers, intermediaries, supply chain partners, consultants, resellers, contractors and others providers services professionals.

**Advantage improper:** all advantage, payment or benefit particular, direct or indirect, tangible or intangible, the what one person no has right.

### 3. OBJECTIVE

CRB values ethical, integrity and transparency in all its relationships, both in the private, and in the public sector, as well as for the compliance with laws and at your policies.

In this sense, this Instruction aims to clarify the concepts that are related to the Corruption and to define at responsibilities, standards and criteria to the which The Company, their members and the third party acting in name of company must use as parameter On your actions and postures.

The main objectives of this instruction are:

- Evidencing the commitment of CRB's Senior Management to combating acts of corruption and bribery, given that the approval of this Anti-Corruption and Anti-Bribery IN is subject to the approval of the Board of Directors;
- Promote the fight against Corruption and Bribery in all CRB operations;



- Clarify what are the prohibited and expected conducts in contacts with public agents;
- Ensure that employees (regardless of the position held or the function performed) of CRB and other Third Parties who act as their agents act in accordance with Anti-Corruption and Anti-Bribery Legislation; and
- Ensuring that all CRB Employees and Third Parties can identify situations of risk of non-compliance and unacceptable behavior that violate the Anti-Corruption and Anti-Bribery Legislation or the Compliance Policy.

Thus, in order to ensure the transparency of information, the integrity of signed with CRB and seeking to train its Members and prevent acts that violate the laws, especially the Anti-Corruption Law, CRB has established the guidelines below which must be strictly followed by their members, Third party and your Companies.

At guidelines of that Instruction must to be adopted per all at companies subsidiaries for the CRB and must to be recommended for the Companies No controlled.

#### 4. RESPONSIBILITIES

We are all responsible for our own behavior and actions, inside and outside our company. We have The expectation in what each a in we follow you Principles, described in this Instruction, in your interactions personal and professionals at the day The day. we take decisions about at people with who we work – including employees, suppliers, customers and business partners, and we must internalize the guidelines here willing as The culture expected from CRB, per all what with Is it over there come to negotiate.

THE culture in integrity and compliance in one company begins with their managers. All you managers will be responsible for, in addition to fulfilling their duties, overseeing the way in





which those of their led. It will fit to manager to guarantee what no occur infractions at standards in environment in job what could to have been avoided with your Management.

In addition, it will be up to the Manager to carefully select the employees who will start to interact within team (after approval by the People & Organization area), in addition to communicating, clarifying and to monitor the posture of those are to your reach.

None of the employees or third parties acting on behalf of CRB will suffer retaliation, discrimination or disciplinary actions, due to delay in the performance of their duties or loss of business, resulting from the refusal to pay or receive an undue advantage or to perform any other action foreseen as unlawful. in the Anti-Corruption and Anti-Bribery Legislation.

Fits to R-Compliance, to monitor, coordinate and to evaluate O treatment in clues in transgressions The ducts working environment, together with the responsible Manager and the People & Organization area that is treating O Subject.

CRB has an adequate compliance structure and R-Compliance has free access to the Board of Directors and the Executive Board.

Regardless of the sanctions provided for by law for improper conduct found, all those who are deemed guilty of internal infractions will be subject to disciplinary measures applicable to the disrespect of greeting in their duties professionals.

## **5. STANDARDS AND CRITERIA**

### **5.1. THE ANTI-CORRUPTION LAW**

- 5.1.1. The Anti-Corruption Law, in its article 5, defined that they constitute harmful acts to the Administration Public, all those practiced by Legal Entities that violate the national or foreign public, against principles of public administration or against the commitments international assumed by the Brazil, defined as follows:



- 5.1.1.1. promise, to offer or to give, direct or indirectly, advantage undue The Agent Public, or The third person to he related;
- 5.1.1.2. proven, finance, defray, to sponsor or in any modesubsidize the practice of acts offenses provided for in this Law;
- 5.1.1.3. proven, use up in interposed person physical or legal for hide or dissimulate their real interests or The identity From beneficiaries Fromacts practiced;
- 5.1.1.4. at the touching to bids and contracts:
- a. frustrate or defraud, through adjustment, combination or any otheroffice hour, the character competitive from bidding procedure public;
  - b. prevent, disturb or defraud The Realization in any act in procedurepublic bidding;
  - c. to put away or Search for to put away bidder, per quite in fraud or offering in advantage of any type;
  - d. defraud public bidding or contract her due;
  - e. create, in mode fraudulent or irregular, person legal for to participate inbidding public or enter into a contract administrative;
  - f. fraudulently obtaining an undue advantage or benefit from modifications or extensions of contracts concluded with the public administration, without authorization by law, in the call for public bidding or in the respective instruments contractual; or
  - g. manipulate or defraud O balance economic-financial From contracts celebrated with the public administration;
- 5.1.1.5. hinder activity in investigation or inspection of organs, entities or public agents, or



intervene in their performance, including within the scope of agencies regulatory and two organs of inspection of the system national finance.

## 5.2. CORRUPTION, RELATED CONCEPTS AND ITS CONSEQUENCES

5.2.1. Corruption can take many forms and its practice represents criminal conduct, punishable and not tolerated by the Company. May relate to conflict situations in interest and, per be related The intention, The simple promise or offering in abenefit improper The Agent Public, still what O act no you have in fact if accomplished, he can to be framed as crime.

5.2.2. follow below some concepts correlates The Corruption:

5.2.2.1. **Concussion** - Crime practiced only per Agent Public. implies in demand, for themselves or for others, directly or indirectly, even if outside the function or before to assume it, but in her reason, Advantage undue.

5.2.2.2. **Active Corruption** - Importance of offering or promising Undue Advantage to Agent Public, for determine it to practice, to omit or delay act in craft.

5.2.2.3. **Passive Corruption** - Crime committed only by a Public Agent. Characterized for requesting or receiving, for himself or for others, directly or indirectly, even what outside gives occupation or before in take it, but in reason her, Advantage undue, or accept promise of such Advantage undue.

5.2.2.4. **washing in Money** - Process fur which if Visa mask The nature and The source of money associated with an illegal activity, introducing these amounts into the economy place, per quite gives integration in money illicit to flow commercial, inform what apparent to be lawful or for what



your true origin or owner cannot be identified. Those involved in criminal activities, such as bribery, fraud, terrorism, arms smuggling and narcotics, try to conceal the proceeds from their crimes or make them appear legitimate through in your “wash” in Business lawful. Gives same form, terrorism can be financed by legitimate resources, sometimes called “reverse” money laundering, as a legitimate business was used to finance an activity criminal.

5.2.2.5. **Facilitation Payment** - It's a kind of Bribery that usually involves small order payments to Public Agents in order to accelerate, omit or delay official acts that these Public Agents are obliged to do a deal with the function exercised.

5.2.2.6. **Influence Traffic** - Includes the use of an intermediary to influence the concession per agents audiences in benefits or benefits for The Company.

Which are the consequences in an act of Corruption?

5.2.3. THE violation gives Legislation Applicable, us terms of Attachment 1, he can bring about relevant consequences and The possible sanctions heavy so much for The Company as for you Members:

FOR THE COMPANY	FOR O INTEGRAL
<ul style="list-style-type: none"> <li>Fines and reimbursement to purse;</li> <li>Responsibility civil third party;</li> </ul>	<ul style="list-style-type: none"> <li>Prison;</li> </ul>
<ul style="list-style-type: none"> <li>Block and garnishment of goods, including bills banking;</li> <li>Charges penal tall;</li> </ul>	<ul style="list-style-type: none"> <li>Fines and reimbursement to purse;</li> </ul>
<ul style="list-style-type: none"> <li>Damage to the reputation and credibility of the company;</li> </ul>	



<ul style="list-style-type: none"> <li>• fall of value of Marketplace;</li> </ul>	<ul style="list-style-type: none"> <li>• Responsibility civil third party;</li> </ul>
<ul style="list-style-type: none"> <li>• Exclusion in public bids and private;</li> </ul>	<ul style="list-style-type: none"> <li>• Consequences related to laws labor.</li> </ul>
<ul style="list-style-type: none"> <li>• Difficulties in obtaining financing.</li> </ul>	
<ul style="list-style-type: none"> <li>• Subsequent costs and limitations to free market conduct, eg. through restrictions related to participation from the company in Law Suit bidding</li> </ul>	

5.2.4. Furthermore, it also involves high administration costs, such as the amount of time spent for the management, you spending financial and time with disputes cool, spending in actions in media, increase of monitoring by supervisory authorities, among others.

## 6. ANTI-CORRUPTION GUIDELINES AND STANDARDS

### 6.1. COMMITMENT OF THE CONCESSIONAIRE ROTA DAS BANDEIRAS WITH ETHICAL, INTEGRATED AND TRANSPARENT PERFORMANCE

6.1.1. This Instruction has as a guideline the Commitment assumed by CRB aiming at an Ethical, Integrity and Transparent Action. This Commitment is in line with the Company's expectations and must be practiced in a confident, responsible and unrestricted manner throughout the CRB, without exceptions or flexibilities.

6.1.2. The aforementioned Commitment can be summarized in the ten items below:

6.1.2.1. Combat and not tolerate corruption in any of its forms, including extortion and bribery.

6.1.2.2. Say no, with firmness and determination, to business opportunities that conflict with this Commitment.



- 6.1.2.3. Adopt ethical, honest and transparent principles in the relationship with public and private agents.
- 6.1.2.4. Refuting cultural or customary market conditions as a justification for improper actions.
- 6.1.2.5. Ensure transparency in information about the CRB, which must be accurate, comprehensive, accessible and regularly disclosed.
- 6.1.2.6. Be aware that misconduct, whether by action, omission or complacency, harm society, violate the laws and destroy the image of CRB.
- 6.1.2.7. Ensure CRB the practice of the Compliance System, always updated with the best references.
- 6.1.2.8. Contribute individually and collectively to necessary changes in markets and environments where misconduct may be induced.
- 6.1.2.9. Incorporate performance assessments in compliance with the Compliance System into Member Action Programs.
- 6.1.2.10. Be convinced that this Commitment will keep us on the path of growth.

## 6.2. GENERAL GUIDELINES

### 6.3. COMMITMENT OF THE CONCESSIONAIRE ROTA DAS BANDEIRAS WITH ETHICAL, INTEGRATED AND TRANSPARENT PERFORMANCE

- 6.3.1. This Instruction has as a guideline the Commitment assumed by CRB aiming at an Ethical, Integrity and Transparent Action. This Commitment is in line with the Company's expectations and must be practiced with conviction, responsibility and unrestricted throughout CRB, without exceptions or flexibility.
- 6.3.2. The aforementioned Commitment can be summarized in the ten items below:
  - 6.3.2.1. Combat and not tolerate corruption in any of its forms, including extortion and bribery.
  - 6.3.2.2. Say no, with firmness and determination, to business opportunities that conflict with this Commitment.
  - 6.3.2.3. Adopt ethical, honest and transparent principles in the relationship with



public and private agents.

- 6.3.2.4. Refuting cultural or customary market conditions as a justification for improper actions.
- 6.3.2.5. Ensure transparency in information about the CRB, which must be accurate, comprehensive and accessible and regularly disclosed.
- 6.3.2.6. Be aware that misconduct, whether by action, omission or complacency, harm society, violate the laws and destroy the image of CRB.
- 6.3.2.7. Ensure CRB the practice of the Compliance System, always updated with the best references.
- 6.3.2.8. Contribute individually and collectively to necessary changes in markets and environments where misconduct may be induced.
- 6.3.2.9. Incorporate performance evaluation in compliance with the Compliance System into Member Action Programs.
- 6.3.2.10. Be convinced that this Commitment will keep us on the path of growth.

#### 6.4. GENERAL GUIDELINES

#### 6.5. CHARITABLE CONTRIBUTIONS

6.5.1. Any charitable contribution made by CRB:

- 6.5.1.1. It must be carried out within legal limits;
- 6.5.1.2. It must be properly documented by completing the Benefit Contribution or Sponsorship Request Form (Annex 3), verifying the history of the benefited entity, including in relation to its records in compliance with the legislation and verifying that they have no links directly or indirectly with Public Agents;
- 6.5.1.3. It must be performed for registered and reputable charities;
- 6.5.1.4. It must not generate dependence for the continuity of the benefited entity;
- 6.5.1.5. It must be formalized by means of a written document identifying the purpose for which the money or service provided will be invested and the beneficiary entity must formally undertake to account for the use of resources;

- 6.5.1.6. It must meet the purposes of enhancing the Company's image or brand;
- 6.5.1.7. It must be made through a deposit in the beneficiary institution's bank account;
- 6.5.1.8. It must be supported by proof of sponsorship or philanthropic contribution/donation for registration under the law by the Company; and
- 6.5.1.9. It must be previously and formally approved by the Business Manager or by whom he delegates, and must be previously submitted to R-Compliance for its recommendation.

6.5.2. Charitable contributions to individuals are strictly prohibited.

## **6.6. CORPORATE SPONSORSHIP**

6.6.1. Corporate Sponsorship can be done in two ways:

- 6.6.1.1. All sponsorships carried out by the Company for the holding 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, Corporate Sponsorships must be approved by the Area Director, Director/President, and must be previously submitted to the Compliance Committee and the applicant must fill in the Request and Charitable Contribution or Sponsorship Form (Annex 3)
- 6.6.1.2. Contributions given in the form of transfers of financial resources, products or services from the Company to legal entities for the realization of projects or events with commercial, technical and/or promotional purposes and which include, in return, the activation and dissemination of the Company's brand, your products, services, projects or actions. Said contribution must be submitted in advance for recommendation by the CC-CRB.

6.6.2. The Members responsible for Corporate Sponsorship must ensure that such activities are carried out in a transparent manner, through a contract, with legitimate business purposes, reviewed and approved by the Legal areas and the Compliance Committee, and are in accordance with the counterpart signed with the event





proponent.

- 6.6.3. An assessment of the fair market value for Corporate Sponsorship must be carried out and documented by the person responsible for Corporate Sponsorship. Such assessment must be previously made available to R-Compliance and the Director/President or to whom he delegates as part of the assessment process.
- 6.6.4. The Members responsible for these Corporate Sponsorships must also ensure that:
  - 6.6.4.1. Are made after conducting a reasonable search that indicates that the entity holding the event is not directly or indirectly associated with a Public Agent;
  - 6.6.4.2. Are made for entities of the branch (specialized in sponsorships) and of good reputation;
  - 6.6.4.3. Are not made with the aim of obtaining or retaining any improper business advantage or favor; and
  - 6.6.4.4. The transfers of resources are made to a bank account in the name of the entity that organizes the event.

## 6.7. HIRING POLITICALLY EXPOSED PERSONS (“PPE”) AND CONFLICT OF INTEREST

- 6.7.1. The hiring of Team Members by the Company must be preceded by a recruitment and selection process and must not include any type of benefit to PPE.
- 6.7.2. In the eventual hiring of a PPE as a Member, the People & Organization Area must verify that he is not obliged to fulfill a period of leave from the sector in which he worked as a Public Agent (commonly referred to as “Quarantine”).
- 6.7.3. When the former Public Agent or Close Relative is hired through the provision of services or through legal entities related to them, the provisions of the Normative Instruction of Due Third Party Due Diligence .
- 6.7.4. In cases where kinship or friendship with Public Agents or their Close Relatives means a real or apparent conflict, especially when the Public Agent has decision-making power in the scope of business and operations of the Company to which the Member and/or Third Party is acting professionally:
  - 6.7.4.1. The Member is obliged to formally report such condition to his Manager and to R-Compliance through the Form included in Annex 5 of this Instruction



and dealt with in the Conflict of Interest Normative Instruction.

## 6.8. BIDDING AND ADMINISTRATIVE CONTRACTS

- 6.8.1. During the bidding process, precautions must be taken to avoid situations of actual or potential conflict of interest. Therefore, it is prohibited:
- 6.8.1.1. To frustrate or defraud, by means of an adjustment, combination or some other expedient, the competitive nature of a public bidding procedure;
  - 6.8.1.2. Prevent, disturb or defraud the performance of public bidding procedure acts;
  - 6.8.1.3. To remove or seek to remove a bidder, through fraud or offering an advantage of any kind;
  - 6.8.1.4. Defrauding public bidding or the contract resulting therefrom;
  - 6.8.1.5. Fraudulently or irregularly create a legal entity to participate in public bidding or enter into an administrative contract;
  - 6.8.1.6. Obtaining an Undue Advantage or benefit, fraudulently, from modifications or extensions of contracts entered into with the public administration, without authorization by law, in the public bidding notice or in the respective contractual instruments; and
  - 6.8.1.7. Manipulating or defrauding the economic-financial balance of contracts entered into with the Public Administration.
- 6.8.2. All contacts with Public Agents must be formally made in compliance with the provisions of the Instruction on Relationships with Public Agents, as well as the elements that will contribute to the realization of the proposal must be preserved from contact with competitors participating in the bidding.
- 6.8.3. In bidding processes, the combination of prices, exchange of privileged information or any form of understanding between competitors or with Public Agents that aim to reduce, defraud, frustrate, determine market reserve or end competition between competitors is expressly prohibited. The proposal is confidential and this confidentiality must be formalized in writing with business partners to ensure that the Company's information is adequately protected.



- 6.8.4. The validation of documents related to the Company's participation in the bidding process must take place upon approval by the DP-CRB, as the case may be, after the preparation of studies formulated for participation in said process. The Manager must ensure the registration and traceability of the studies and evaluations formulated by the areas involved (for example, legal, financial, accounting, engineering, external consultants, among others) and that will support the proposal to be taken for deliberation by the DP-CRB, as the case may be.
- 6.8.5. Any discussions with Public Agents (including during inspections, negotiations of tax benefits, terms of conduct adjustment, obtaining licenses and permits, or any relationship with Public Agents) must be conducted by persons previously selected by the Manager for the service and relationship with Agents audiences. The Manager is responsible for ensuring the training of the people selected for the development of this assignment.
- 6.8.6. All questions or assessments from Public Agents must, when applicable, be answered or defended officially and formally, with technical and legal arguments.
- 6.8.7. Acts aimed at or capable of hampering investigation or inspection activities by bodies, entities or Public Agents are not allowed.
- 6.8.8. The provisions contained in this item 6.7 extend to the spheres of action of the Public Administration at a national and international level, including companies directly or indirectly controlled by the government and other international entities or organizations of
- 6.8.9. public nature, such as the World Bank, the IDB-Inter-American Development Bank, and other similar financial institutions.

## 6.9. JOINT VENTURES, CONSORTIUMS, MERGERS AND ACQUISITIONS



- 6.9.1. Whenever the Company seeks to form new businesses or partnerships through the constitution of consortia, companies or joint ventures or by carrying out processes of merger, incorporation or acquisition of any other transaction, organization or asset, the DP-CRB must ensure that it is carried out a due process appropriate and reasonable diligence that includes a rigorous anti-corruption review, in alignment with the Compliance Committee and the Company's Legal Department.
- 6.9.1.1. The carrying out of adequate assessment and due diligence procedures on combating Corruption, accounting, legal and integrity, according to an adequate risk classification, approved by the Compliance Committee of the CRB.
- 6.9.1.2. In the event that the other company is or has been involved in acts of Corruption, the result and methodology of the due diligence process diligence must be subject to consideration by the CA-CRB.
- 6.9.1.3. The scope of the due diligence must include, among other things, at a minimum:
- a. Identification of aspects considered high risk;
  - b. Understanding of the business model of the company involved;
  - c. Conducting interviews with Managers and/or Key Persons of the company;
  - d. Research in public sources to verify the suitability of the company and its Directors.
- 6.9.2. This due process due diligence must also be thorough and satisfactory with regard to good prior verification procedures, in order to prevent possible risks that the Company may face when carrying out such business, as well as point out the measures that must be taken to minimize or eliminate the risk of bribery or corruption that that particular relationship may represent.
- 6.9.3. In addition, the legal instruments and purchase and sale agreements must contain adequate anti-corruption clauses, to be aligned with the Legal and Compliance areas, in addition to considering other options available especially to avoid the succession



of liabilities for violation of anti-corruption laws practiced prior to the operations.

#### 6.10. ANTI-CORRUPTION CLAUSE

- 6.10.1. The inclusion of an anti-corruption clause is mandatory in the contracts signed by the Company, under the terms of the standard draft provided for in the Instruction for Purchasing and Signing of Contracts and Compliance with Third Parties, or a similar clause developed with the support of the Legal Area, depending on the types of contract dealt with in this Instruction.

#### 6.11. ACCOUNTING BOOKS AND RECORDS

- 6.11.1. The Company maintains procedures for the accounting recording of its transactions and is committed to maintaining books and records that accurately, reliably and accurately reflect its operations and the disposition of its assets.
- 6.11.2. Members responsible for managing and processing payments and/or accounting records must follow the other guidelines contained in the Company's Compliance Policy and Instructions.
- 6.11.3. In addition, all Team Members must ensure that this task is carried out, adequately documenting their operations and must not tolerate, disguise, falsify or request payments, records of any expenses that have not been incurred in compliance with the requirements and other terms of the Compliance Policy
- 6.11.4. It is strictly prohibited to make false, inadequate, incomplete, ambiguous or fraudulent accounting entries and any accounting procedure, technique or artifice that may hide or otherwise cover up illegal or improper payments.

#### 6.12. ANNUAL COMPLIANCE TRAINING

CRB has a training program on Compliance, with the purpose of establishing a channel informative to the their members, providing The diffusion of policies internal and of normative about the subject. All CRB employees must be aware of and formally adhere to the main policies gives Company in time in your hiring.

Fur any less one turn per year It is mandatory what be given O training in compliance for all the CRB Members, where all the Normative Instructions that govern will be presented and reinforced the Company's internal rules, in addition to the Compliance Policy and the importance of keeping up to date about O theme.

THE no participation at the training Yearly in compliance will have impact directly in their results andevaluation annual of PLR (Participation in profits and results) of CRB.

A record must be kept of all Team Members who received training, to ensure thatall comply O requirement of training mandatory.

THE Function of R-Compliance is to ensure the execution of training and make sure that all collaborators received The informations about Compliance.

## 7. COMMUNICATION OF VIOLATIONS

### Channels for Communication in Reports: Channel Line in ethic CRB

It is the Member's duty report The practice in acts illicit or in disagreement with the Policy about *compliance* and Instructions gives company to manager or to R- *Compliance*.

THE Company put still The disposition in their members, Third party, Providers and CustomersO Channel Line in Ethic, tool available 24 hours per day and 7 days per week, for the whichIt is possible report deviations of conduct in a way anonymous, case prefer not identify.

Telephone: 0800 591 2653- The Link it's free and secret.

Site: (site / <https://canalconfidencial.com.br/rotadasbandeiras/#home>)

All you reports are analyzed for the area in compliance and governed per confidentiality, usterms of law.



The Company guarantees, within the limits of the law, that no retaliation will be allowed and tolerated. against a Team Member who, in good faith, reports a concern about illegal or unlawful conduct in accordance with at guidelines established in Policy about Compliance.

## **8. REFERENCES**

- Instruction in Gifts, gifts, Entertainment and Hospitalities
- Instruction in Relationship with agents audiences

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page **I** 24/ 35**I** REV-02 **I** 07/2022**9. ANNEXES****ANNEX 1 LEGISLATION APPLICABLE**

<b>TITLE</b>	<b>SUMMARY</b>
<b>Normative Instruction - TCU no. 74, of 11 of February in 2015</b>	Provides for the inspection of the Federal Audit Court, based on art. 3 of Law no. 8,443/1992, how much The organization of process in celebration in wake up in leniency for the public administration federal, in terms gives Law 12,846/2013.
<b>ordinance UGC No. 909 IN 04/07/2015</b>	has about The evaluation of Software in integrity in people legal
<b>Decree no. 11,129, in 11 in July in 2022</b>	regulation The Law at the 12,846, in 1st in August in 2013, what has about The administrative accountability in people legal for the practice in acts against The management public, nationalor foreign and from the others measures.
<b>Decree No. 51,180, OF 29IN JANUARY IN 2014.</b>	Establishes a Working Group with the purpose of studying, systematizing and proposing the procedures specific for the regulation of Federal Law No. 12,846, of August 1, 2013, within the scope of gives Management public State of big River southern.
<b>Anti-Corruption Law is regulated in city of São Paulo –Decree no. 55.107/2014</b>	THE Law imposes The accountability objective in people legal for the practice and acts against The management public, national or foreign. At the case in breach gives Law, there is possibility of imposing heavy sanctions at the administrative level, such as a fine of up to 20% of the sentenced company's annual revenue (art. 6, I). In the judicial sphere, sanctions can lead to suspension of activities (art. 19, II) and up until even dissolution of person legal (art.19, III)
<b>Decree No. 60,106, of 29in January from 2014</b>	This decree governs the application, within the scope of the State Public Administration, of of Federal Law No. 12,846, of August 1, 2013, comprising the bodies of the Administration direct, the municipalities, at foundations instituted or kept fur public Power and at companies whose majority of capital voter be detained fur state in Are Paul.
<b>Law No. 12,846/2013</b>	has about The accountability administrative and civil in people legal for the practice in acts against The management public, national or foreign, and from the others measures.
<b>Law No. 12,529/11 - Law of Defense gives Competition</b>	Structure O System Brazilian in Defense gives Competition; has about The prevention and repression at infractions against The order economic; alter The Law at the 8,137, in 27 in December in nineteen ninety, O Decree-Law No. 3,689, of October 3, 1941 - Criminal Procedure Code, and Law No. 7,347, of July 24from 1985; revokes provisions of Law No. 8,884, of June 11, 1994, and Law No. 9,781, of June 19, 1994, January in 1999; and from the others measures 2011
<b>Law no. 12,462/ 2011</b>	institutes O Regime Differentiated in Hiring Public - DRC
<b>Law No. 10,520/2002 - Law of trading</b>	institute, at the scope gives Unity, States, District Federal and Counties, us terms of art. 37, incisedXXI, gives Federal Constitution, modality of bidding called trading floor, for acquisition of goods and services common, and from the others measures.
<b>Law No. 8,429/92- Law of impropriety administrative</b>	Provides for the sanctions applicable to public agents in cases of illicit enrichment in the exercise of a mandate, position, job or function in the direct, indirect or foundational and from the others measures.
<b>Law No. 8.666/1993-bids</b>	regulation O art. 37, incised XXI, gives Constitution Federal, institute standards for bids and contracts gives Management public and from the others measures.





ISO 37,001

Provides for anti-bribery management systems and requirements with guidelines for use

## ATTACHMENT two

## FORM IN CHARITABLE CONTRIBUTION OR OF SPONSORSHIP

As part of making a Charitable Contribution or Sponsorship, the R-Compliance must be informed for Integral responsible for contact together The Entity beneficiary for accomplish one search Preview about the entity beneficiary that will receive O benefit.

The preliminary research includes (1) consultation of the register of Disreputable Companies (CEIS) and companies punished (CNEP); (two) Search O CNPJ for Query and start The search in the certain media and systems in search, as at the site: [www.empresascnpj.com](http://www.empresascnpj.com) or <http://empresadobrasil.com> if exists The company registered and if the company's CNPJ appears in the register; (3) Search on websites and social networks, the company's reputation or person physical as: Facebook, LinkedIn, Youtube, in between others; (4) Search of Name gives Entity beneficiary on the internet: [www.google.com.br](http://www.google.com.br) browser to check for news about involvement in infractions, as well as Google Street View; (5) *US Department Portal of treasury* to consult the list of Sanctions gives *OFAC – office of Foreign assets Control*; Portal gives *HM treasury and office of Financial Sanctions Implementation* to consult the consolidated list of UK financial sanctions targets; Portal gives *Unity European* or in authorities competent in each state member gives *Unity European* for Query the consolidated list of persons, groups, and entities subject to EU financial sanctions; *United 's Portal nations Security Council*; Portal of world bank, for queries in companies and individuals ineligible.

The results obtained must be recorded and archived, that is, all the results found must be saved in PDF and registered in the form below. Below is the form to be filled in with the summary results.



<b>1. Consultation to CEIS to CNEP</b>
<b>2. Research CNPJ</b>
<b>3. Research on the company's reputation on social networks (include the sources researched, dates of access, links with results found – if applicable, and summary of result)</b>
<b>4. Research about The reputation gives company at Internet (include at sources researched, dates of access, links with results found – if applicable, and summary of result)</b>
<b>5. Research us websites international</b>

Search carried out per:

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

\*\*\*\*\*



## ATTACHMENT 3

## FORMULÁRIO DE SOLICITAÇÃO DE CONTRIBUIÇÃO BENEFICENTE OU PATROCÍNIO

Data:

Nome:

Cargo:

Área

E-mail:

Telefone:

## 1. Tipo do Benefício

☐  
☐

Contribuição Beneficente

Patrocínio Corporativo

## 2. Se Patrocínio Corporativo, em qual das situações abaixo se encaixa:

☐

Patrocínios realizados pela Empresa para a realização de eventos ou para a elaboração de produtos que incentivem e que promovam ações e expansão de conhecimentos culturais, sociais, ambientais ou esportivos

☐

Contribuições dadas sob a forma de transferências de recursos financeiros, produtos ou serviços da Empresa para pessoas jurídicas para a realização de projetos ou eventos com finalidade comercial, técnica e/ou promocional e que incluem como contrapartida a ativação e divulgação da marca da Empresa, de seus produtos, serviços, projetos ou ações

☐

Nenhuma das anteriores, pois se trata de Contribuição Beneficente

## 3. Informação sobre o Beneficiado (ONG, Instituição Filantrópica, Empresa Patrocinada)

Nome / Razão Social:

CNPJ / CPF:

Endereço:

Pessoa para contato:

Telefone:

E-mail:



Tipo de atividade realizada pelo beneficiário (ex. auxílio às crianças carentes):

Site:

Tempo de atuação:

#### 4. Dados dos principais sócios e administradores

Nome:

Cargo:

CPF:

Nome:

Cargo:

CPF:

#### 5. Com qual frequência a doação ou patrocínio será realizada?

6. Este beneficiário já recebeu algum tipo de doação ou patrocínio pela CRB ou empresas controladas anteriormente?

Não

Sim.

Se "Sim", a que título e qual o montante?

7. Sua Entidade ou alguém associado a ela e agindo em seu nome (acionista, diretor, administrador, por exemplo) é ou já foi integrante da Concessionária Rota das Bandeiras e/ou tem algum tipo de relação com algum conselheiro, diretor, ou integrante da Concessionária?

Não

Sim.

Se "Sim", informar:

Nome:



Cargo:			
Ano em que trabalhou na Concessionária:			
8. Informar se algum dos sócios/acionistas, diretores, administradores, conselheiros, ou integrantes da Entidade é ou foi Agente Público ou Parente próximo de Agente Público.			
Não			
Sim.			
Se "Sim", informar:			
Nome:			
Cargo e obrigações no Governo:			
Ano em que trabalhou no Governo:			
Quando se encerrou o período de Quarentena:			
9. Favor informar se algum membro da família até o Terceiro grau* dos sócios/acionistas, diretores, administradores, integrantes, ou conselheiros da Entidade é Agente Público:			
Não			
Sim.			
Se "Sim", informar:			
Nome:			
Parentesco:			
Cargos e obrigações no Governo:			
10. Sua Entidade e/ou seus sócios/acionistas, diretores, administradores, integrantes ou conselheiros mantém atualmente algum relacionamento com Agentes Público e/ou com algum partido político? Caso a resposta seja afirmativa, explique:			
Não			
Sim.			
Se "Sim", informar:			



[Favor informar quais os integrantes que possuem relacionamento, quais os Agentes Públicos / Partido Político, e qual é o relacionamento].

11. Informe se a Entidade prestou algum serviço ou possui qualquer obrigação para / com algum Agente Público.

Não

Sim.

Se "Sim", informar qual Agente Público e o objeto da relação entre as partes:

**DECLARAÇÃO DO REQUERENTE:**

Declaro, sob as penas da Lei, que, até quanto me é dado saber, as informações prestadas neste formulário são completas e verdadeiras, e de que tenho conhecimento das normas estabelecidas pelo Código de Conduta Ética e pela Política Anticorrupção.

Declaro, ainda, que o(s) benefício(s) ora requerido(s) não constituem nenhuma tentativa de burlar, ainda que indiretamente, a legislação anticorrupção brasileira e/ou estrangeira, nem possui(em) qualquer intenção corrupta, ainda que indireta.

Nome:

Assinatura:

\* \* \* \* \*



## ANNEX 4

## FORMULÁRIO INFORMATIVO SOBRE REALIZAÇÃO DE CONTRIBUIÇÃO POLÍTICA

## 1. Identificação do Integrante

1.1. Nome:
1.2. CPF:
1.3. Cargo:
1.4. Empresa em que trabalha:
1.5. Telefone:
1.6. E-mail:
1.7. Gestor Direto:

## 2. Informe a data da realização da Contribuição Política (mês/ano):

## 3. Recursos utilizados

<input type="checkbox"/>	Recursos financeiros pagos diretamente à partido político, candidato à cargo público, coligação partidária ou outros tipos de contribuição política. Valor envolvido (em R\$ e por extenso):  
<input type="checkbox"/>	Recursos não financeiros destinados à partido político, candidato à cargo público, coligação partidária ou outros tipos de contribuição política. Valor envolvido (em R\$ e por extenso):  Especifique o recurso e forma para qual foi utilizada a contribuição política:    
<input type="checkbox"/>	Outros tipos de recursos destinados à contribuição política Valor envolvido (em R\$ e por extenso):  Especifique o recurso e forma para qual foi utilizada a contribuição política:




#### 4. Tipo de Contribuição Política

<input type="checkbox"/>	Destinada à partido político (preencher item 5)
<input type="checkbox"/>	Destinada à coligação partidária (preencher item 6 abaixo)
<input type="checkbox"/>	Destinada à candidato à cargo público (preencher 7 abaixo)
<input type="checkbox"/>	Outros tipos de contribuição política (preencher item 8 abaixo)

#### 5. Dados do Partido Político

5.1. Nome ou Sigla do Partido Político:
5.2. Estado do Partido Político a que se destina a contribuição realizada:
5.3. Coligação a qual pertence o Partido Político a que se destina a contribuição realizada:

#### 6. Dados da Coligação Partidária

6.1. Coligação Partidária a qual foi destinada a contribuição:
6.2. Partidos Políticos pertencentes à Coligação Partidária:
6.3. Estado da Coligação Partidária a que se destina a contribuição realizada:

#### 7. Dados do Candidato ao Cargo Público

7.1. Nome do Candidato:
7.2. Cargo para o qual o candidato pretende se eleger:
7.3. Número do Candidato:
7.4. Nome ou Sigla do Partido Político do Candidato:
7.5. Coligação Partidária a qual o Candidato pertence:

#### 8. Descreva o tipo de contribuição política realizada, identificando a quem se destinou e como foi realizada, indicando demais informações pertinentes para identificação do real destinatário

--



Local e Data: \_\_\_\_\_

Declaro que as informações aqui prestadas são verdadeiras. Formulário preenchido e assinado por:

\_\_\_\_\_  
Assinatura do Integrante

Recebimento pelo Gestor:

Data: \_\_\_\_/\_\_\_\_/\_\_\_\_

Nome: \_\_\_\_\_

Assinatura: \_\_\_\_\_



## ANNEX 5

## DECLARAÇÃO DE CONFLITO DE INTERESSES

Eu, \_\_\_\_\_, integrante da CRB, por meio deste instrumento declaro que conforme meu conhecimento e com as exceções reportadas no quadro abaixo, nos últimos 12 meses da data deste formulário:

1. Não tenho trabalho suplementar fora da CRB
2. Não fui empregado, prestador de serviço, ou tenho qualquer interesse financeiro com clientes, concorrentes, fornecedores, ou potenciais parceiros da CRB.
3. Nenhum dos meus parentes próximos é empregado, presta serviço, ocupa uma função de influência, ou teve/tem algum interesse financeiro com qualquer entidade que seja cliente, concorrente, fornecedor ou potencial parceiro da CRB.
4. Não sou diretor ou atuo como membro no conselho de administração de qualquer outra empresa ou organização
5. Outras exceções (detalhar abaixo).

- Potenciais conflitos de interesse declarados pelo integrante

Tipo (1 a 5)	Detalhamento do Conflito de Interesse

Análise e classificação do Risco (a ser preenchido pelo R-Compliance, em conjunto com o gestor imediato do integrante)

Alto	Médio	Baixo	Inexistente
( )	( )	( )	( )



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Detalhamento do plano de ação se aplicável:

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Aprovação do gestor (Gerente ou acima) apenas nos casos em que existir um problema de integridade declarado:

\_\_\_\_\_  
Nome do Gestor

\_\_\_\_\_, \_\_\_\_ de \_\_\_\_ de \_\_\_\_.  
Data

\_\_\_\_\_  
Assinatura do Gestor (com carimbo)

\_\_\_\_\_  
Assinatura do R-Compliance