

1. INTRODUCTION

The purpose of this *Anti-corruption Guide* is to ensure that employees and representatives of Qualicorp understand the general requirements and procedures of the Anti-corruption laws, law of n. 12.846/2016, and work as effective prevention tool to guide them to recognize and avoid conflicts and infringements to these laws. In case of irregularities and/or infringements detected, will be expected that the necessary procedures are assumed to ensure interruption of irregularities and remediation of damage

Employees and outsourced workers representing Qualicorp, directly or indirectly, are required to assimilate, accept and execute the anti-corruption guidelines and laws supported by managers, as this is a relevant responsibility, given the complexity and the high risks involved. The failure to comply with the Anti-corruption laws may result in serious penalties to Qualicorp and its employees and/or representatives.

Should you have any doubt, please request clarifications with your immediate manager or the Compliance Office.

In case of doubt, employee shall consult his/her immediate manager, the Compliance agent of their department or the Compliance Office.

This Guide supplements but does not replace or change the Anti-corruption laws and Qualicorp's Code of Ethics and Conduct, which should be read jointly for effective understanding. In case of conflict between Qualicorp Compliance documents, the Compliance Office shall be immediately informed to take appropriate action.

2. DEFINITIONS

In order to facilitate the understanding of the Anti-corruption laws, it is indispensable that employees and outsourced workers be thoroughly acquainted with the following definitions:

Improper advantage- To offer a valuable item to a public agent or his or her relatives, including money, entertainment, hospitalities, trips, gifts and donations.

Public agent- Everyone who performs, even if temporarily and without compensation, as elected, appointed, designated, hired or any other form of investiture or relationship, tenure, position, job or duty at Government Entities. It is worth mentioning that Qualicorp maintains in its operations, a relationship with trade associations classified as public, whose employees and managers are considered public agents for the purposes of the Anti-corruption laws.

Government Entities- For the purposes of this Guide, these refer to commercial entities, institutions, agencies, departments and bodies owned or controlled by the State and other government entities (whether interest or control is total or partial), including research institutions, universities and hospitals nationwide or abroad.

Bribery- This is a payoff to a public agent in order to ensure or expedite the execution of the procedures of an action or service to which a person or company has the regular or legal right and legitimate, in order to obtain authorizations, licenses and other official documents, issue of

government documents, such as visas and service orders, rendering of telephone services, water and electricity supply, etc.

3. RULES AND PROCEDURES

All employees and outsourced workers acting on Qualicorp's behalf shall comply with the rules and procedures destined to ensure the compliance with the Anti-corruption laws, **primarily**, which comprise the following:

- Improper advantage;
- Bids;
- Inspection by government agencies;
- Briberies;
- Third party representatives;
- Hiring of relatives or persons close to public agents;
- Contributions to charitable and political affairs;
- Sponsorship;
- Mergers, acquisitions **and corporate restructuring**;
- Accurate books and **internal controls**.

IMPROPER ADVANTAGE

It is forbidden to pay or offer improper advantages to public agents, under the penalty of the company being seriously harmed; the Company as well as the employee involved in such practice and his or her leaders may be subject to lawsuits, severe civil and criminal penalties and administrative sanctions.

Therefore, Qualicorp's employees and outsourced workers acting on its behalf are forbidden to offer, promise, make, **give**, authorize or provide (direct or indirectly through third parties) any improper advantage, payments, transfer of valuable items to a public agent, **or the third person related to him** (including their relatives **or outsourced workers**) or which may cause the impression of any improper relationship.

We point out that although few Anti-corruption laws only consider illegal the bribery to public agents, Qualicorp's policy is that bribery prohibitions shall apply, regardless of the conduct, if it involves public agents, private companies or individuals and regardless of the amount involved. Therefore, Qualicorp does not allow the payment of bribery or **to offer** granting of improper advantages to anyone.

It is forbidden to grant special benefits or aiding public agents, even as Qualicorp's customers, which may be considered an improper advantage for the purposes of the Anti-corruption laws **and apply severe penalties**.

MEALS, TRIPS AND ENTERTAINMENT

Meals, trips and entertainment to public agents shall not exceed the amount of two hundred reais (R\$200.00) per person, avoiding to be characterized as improper advantage. Eventually, if these expenses exceed this amount, **must be submitted rationale and justifying the proportionality and reasonableness of expenses, also being** the chief executive officer's approval will be required.

Offering frequent meals or entertainment to a public agent may indicate a **worrying sign** improper activity; therefore, it shall be avoided.

Allowance shall not be paid to public agents for any reason. Money cannot be given to a public agent for trip purposes, under any circumstance.

All payments of meals, trips and entertainment shall also comply with the Scope of Authority Policy and trip expenses will only be reimbursed if in-company policies in force are observed.

In all the situations above it is necessary to ensure that the records of expenses associated with meals, trips and entertainment are precise and clearly reflect the true reason for the expense.

¹ By kinship (father, mother, children, siblings, grandparents, grandchildren, uncles and aunts, nephews and nieces, cousins, etc.), by affinity (mother-in-law, father-in-law, son-in-law, daughter-in-law, brother and sister-in-law, other relations by marriage including stepmother, stepfather, stepson, stepdaughter, etc.).

PRESENTS AND GIFTS

Under no circumstance, a present or gift can be given in exchange for **promise or** inappropriate favorable treatment of the public agent, aiming any benefit to Qualicorp, **exclusive or not**.

In order to avoid the perception of improper relations with public agents, we listed below few guidelines employees shall observe:

- Employees are authorized to give gifts to public agents, as long as they do not exceed two hundred reais (R\$200.00) and whenever possible, engraved with Qualicorp's name and/or logotype. Chief executive officer's previous approval is required for gifts exceeding such amount;
- Gifts shall be given in small quantities and of low cost, i.e., the maximum limit established above shall be observed;
- No present or gift shall be given in cash;
- Several gifts to a single person shall be avoided over the year, if possible.
- Gifts shall be openly offered, so that managers of a public agent may be aware thereof;
- **Avoid gifts addressed directly to the public agent;**
- Employees must redouble their attention with top government authorities or agents with direct authority **or influence** over a matter related to the Company's business;
- Avoid giving gifts to public agents' family members, unless there is a legitimate and independent purpose and provided that these gifts comply with the aforementioned guidelines, as if the family member were a public agent.

Likewise, in these situations it is necessary to ensure that the records of expenses associated with presents or gifts are accurate and they reflect the true reason for the expense.

BIDS

The following represents a harmful act towards anti-corruption: to frustrate, defraud by means of arrangement, combination or any other means, the competitive nature of a bidding process, bidding procedure or agreement resulting therefrom. Qualicorp's participation in bids shall occur fairly, properly, suitably, honestly, **transparent** and in good faith.

INSPECTION BY GOVERNMENT AGENCIES

Qualicorp maintains an ethical, **integrate** and transparent relation with government and regulatory agencies. Therefore, is it forbidden to hamper the investigation or inspection by anybody, entity and public agents or intervene in their actions, including the regulatory agencies. When the area and/or employee, whose position involves interaction with these bodies, is aware of any notice of inspection, they shall inform the executive officer in charge and the Compliance Office.

BRIBERY

This may constitute a corruption crime and Qualicorp prohibits these payments, except if the failure to pay compromises the personal safety or health, the physical or mental well-being of any employee or causes substantial losses due to the non-execution of a non-eventual service to which Qualicorp is legally entitled to, the exception of which requires previous analysis and approval by the chief executive officer.

THIRD PARTY REPRESENTATIVES

All the Anti-corruption rules, set forth for employees, are extended to the third-parties representing Qualicorp, including consultants, service providers, business partners, **agents intermediaries, associates**, suppliers, who also shall not be appointed by public agents and shall include in their respective agreements, clauses ensuring the compliance with the Anti-corruption laws. **Also, the hiring of any third-party, Qualicorp should take appropriate steps such as conducting due-diligence corruption.**

HIRING OF RELATIVES OR ENTITIES LINKED WITH PUBLIC AGENTS

Qualicorp's policy determines that hiring shall not occur in exchange for favor **and/or benefits** with public agents. The hiring of direct relatives, persons or entities indicated by public agents, as well as companies which have among their partners, relatives by kinship or the agent himself, shall be based on objective technical criteria and previously defined by the requestor area, and previously submitted for the chief executive officer's approval.

CONTRIBUTIONS TO CHARITABLE AND POLITICAL AFFAIRS

Charitable contributions cannot be made in exchange for favor of public agents, even if the beneficiary is a reputable charity institution, since they may be characterized as benefits to public agents or their relatives. Contribution requests shall be made in writing by a legal entity, with the specific purpose and the amount requested, so that they are carefully analyzed and submitted for the chief executive officer's approval.

All contributions or donations to political parties, political campaigns and/or candidates to public positions shall be submitted for the chief executive officer's previous approval and strictly observe the legal provisions in force at that time.

SPONSORSHIP

All sponsorships shall be based on agreements between Qualicorp and the beneficiary institution, by means of in-company **internal** approval and formalization process. Sponsorships to trade associations classified as public **with over R\$ 40,000.00**, shall be submitted for the chief executive officer's previous approval.

MERGERS, ACQUISITIONS AND CORPORATE RESTRUCTURING

A due-diligence process shall be required for the acquisition or merger of any company for **qualified professionals** to analyze the compliance, **and detect possible vulnerabilities, especially the Anti - corruption laws, which report shall be submitted to the assessment of the Board of Directors.**

ACCURATE ACCOUNTING BOOKS AND INTERNAL CONTROLS

All of Qualicorp's transactions shall be duly recorded, correctly, precisely and completely, including original documents, invoices, receipts, expense reports, accounting books, not applying any accounting technique that may hide or conceal illegal payments.

Qualicorp's has internal controls that ensure with reasonable assurance that all operations performed will be evaluated, in the budget limits set by the Company and all operations will be registered ,in order to enable the design and reliability of reports and financial statements, in accordance with accounting principles generally accepted in the labor market.

4. INFRINGEMENTS AND APPLICABLE SANCTIONS

Few signs may indicate to employees the occurrence of improper advantage to the benefit of a public agent or relatives. These include:

- **Participation in a business known a suspicious history of corruption , or has a bad reputation in the labor market in terms of suitability;**
- **Request for excessive commission paid in cash or irregularly;**
- **The company is controlled by a public agent or relative, or with a very close relationship with government agencies;**
- **The company is recommended by a public agent and/ or refuses to include references to the Anti-corruption measures in the agreements, amongst others.**
- **Payments or documented expenses of incomplete or improperly (invoices with questionable documents, omission of relevant information , nonstandard contracts);**
- **Participant proposes an atypical financial process, such as the payment request in a bank account in a different country different from where service is being provided or the payment request in more than one bank account;**
- **Participant does not have clear contact details and insists , without reasonable grounds, that your identity is not disclosed ;**
- **Consultancy contracts with generic description of the services offered;**
- **The outsourced workers is not qualified or does not have the necessary resources to perform the functions for which it was contracted;**
- **During the service provided there are extravagant gifts, that gives rise by the proportion and quantity (incompatible with the practice of the labor market) granted/promised to Public Agent.**

All employees have the responsibility of notifying any infringement or suspicion of infringement to the requirements of the Anti-corruption laws, as expressed herein. In the event the employee knows or suspects of any irregularity or infringement, he or she must inform it to the Complaint Channel through the website www.canaldedenuncias.com.br/qualicorp, or by toll free number 0800 721 5959. The report may be anonymous or identified and will be received by an independent company and treated as confidential by the Compliance Office.

We will not tolerate retaliation of any type against employees who in good faith inform the infringements, under penalty of disciplinary actions.

In order to ensure the effectiveness and improvement of this Guide, the Compliance Office should carry out continuous monitoring of Anti-corruption guidelines, overseeing compliance and reporting to the Board of Directors of any irregularity detected that impact the business of Qualicorp. The periodic risk analysis to prepare necessary adjustments to policies of this Guide is as essential for the effective prevention of irregularities, as well as providing the interruption of offenses detected and remediation of damage generated.

There are other specific procedures adopted by Qualicorp to raise awareness of its employees on Anti-corruption laws, conduct periodic and interactive training (meeting, teleconferencing, videoconferencing, intranet, etc.). The training covers all employees of Qualicorp in its different business units. Frequent training will be targeted for employees exposed to more critical situations (commercial, accounting, auditing, legal and marketing).

Infringements to the Anti-corruption laws may result in severe administrative sanctions, civil and criminal penalties to Qualicorp, employees, managers and /or representatives involved.

COMMITMENT AND ADHESION

Employees' commitment is essential so that the Anti-corruption Guide is an effective guidance and prevention instrument, on the company's behalf. Everyone is responsible for complying with it in his or her professional daily activities.