

**OBJECT: NOVA PARTICIPAÇÕES  
STANDARDIZATION**

**TITLE: INTEGRITY POLICY  
ANTI-CORRUPTION AND ANTI-BRIBERY**

REV	DATE	DESCRIPTION AND/OR REVIEW OF SHEETS	ELAB.	VERIF.	APPROV.
0	06/28/2019	Initial Issue	CFR	AdCS	YF
A	10/22/2019	Company logo and corporate name replacement	BSL	WLC	YF
B	8/24/2020	Inclusion of Caption of Responsible People.	CFR	AdCS	YF
C	10/02/2020	General Review adapting the document to the requirements of ISO 37001: 2016 - Anti-Bribery Management System.	WLC	AdCS	YF
D	11/01/2022	Review of items 2.2 and 4.4 - change of Regulatory Decree of the Anti-Corruption Law and of the Ethics Channel.	CFR	AdCS	YF

<b>Caption of Responsibles</b>		
<b>Initials</b>	<b>Full Name</b>	<b>Position</b>
YF	Yoshiaki Fujimori	President Director
AdSC	Adjair da Cunha dos Santos	Director of Governance and Integrity
WLC	Wagner Luna Cavalcante	SIG Coordinator
CFR	Camila Franciele Righetti	Compliance Coordinator
BSL	Bruna Sabina Lucio	Quality Analyst

<b>INDEX</b>	<b>PAGE</b>
<b>1 - PURPOSE.....</b>	<b>4</b>
<b>2 - ADDITIONAL REGULATIONS .....</b>	<b>4</b>
<b>2.1 - Of Nova Participações .....</b>	<b>4</b>
<b>2.2 - Nationals .....</b>	<b>4</b>
<b>2.3 - Internationals.....</b>	<b>4</b>
<b>2.4 - Terms and Definitions.....</b>	<b>5</b>
<b>3 - SCOPE.....</b>	<b>6</b>
<b>4 - DESCRIPTION.....</b>	<b>7</b>
<b>4.1 - General Guideline.....</b>	<b>7</b>
<b>4.2 - Specific Guidelines .....</b>	<b>8</b>
4.2.1 - What can be permitted and what is prohibited?.....	8
4.2.2 - Use of Agents or Third Parties .....	9
4.2.3 - Risk Assessment.....	10
4.2.4 - Corporate Records Preservation .....	10
<b>4.3 - Communication, Training and Questions .....</b>	<b>10</b>
<b>4.4 - Ethics Channel .....</b>	<b>11</b>
<b>4.5 - Investigations and Sanctions.....</b>	<b>11</b>
<b>4.6 - Responsibilities.....</b>	<b>12</b>
<b>5 - VALIDITY .....</b>	<b>12</b>

## **1 - PURPOSE**

The purpose of this Policy is to establish guidelines and commitments of Nova Participações to fight every form of corruption and to ensure enforcement of Law No. 12.846/2013 (Anti-corruption Law) and other applicable laws and regulations against crimes of bribery, in the broad sense of the term, with a clear and straightforward approach that no kind of corruption is tolerated by the company, its executives and partners.

The guidelines here foreseen are in line with the Code of Ethics and of Conduct and Integrity Policies in force at Nova Participações, which aims to guide the decision making and proper management of relationships in business so they are performed with transparency, ethics and integrity, no exception.

## **2 - ADDITIONAL REGULATIONS**

The following policies, regulations and procedures must be used on its last review or in addition to laws, standard technical rules and contractual requirements.

### **2.1 - Of Nova Participações**

- M0-NA-0030 - Code of Ethics and of Conduct;
- M0-PC-0002 - Third Parties Due Diligence Policy;
- M0-PC-0003 - Public Authority Relationship Policy;
- M0-PC-0004 - Hospitalities, giveaways, sponsorship and donations Policy;
- M0-PC-0007- Ethics Channel Policy.

### **2.2 - Nationals**

- Brazilian Penal Code – Decree-Law 2.848/1940;
- Consolidation of Brazilian Labor Laws - CLT;
- Law No. 8.112/1990 - Regulates the legal framework of Government Officials.
- Law No. 8.666/1993 - Bidding Law;
- Law No. 12.813/2013 - Conflict of Interest for Government Officials Law;
- Law No. 12.846/2013 - Anti-corruption Law;
- Decree No. 11.129/2022 - Regulates anti-corruption law.

### **2.3 - Internationals**

- Argentina - Law No. 25.188/1999;
- Colombia - Anti-corruption statute (Law No. 1474/2011), Law No. 1.776/2016 and Colombian Penal Code;

- USA - Foreign Corrupt Practices Act (FCPA) / USSG /;
- Mexico - Anti-corruption law on purchasing with the Federal Government – 2012;
- Peru - Decree No. 1.352/2017;
- United Kingdom - UK Bribery Act (UKBA).

## 2.4 - Terms and Definitions

For the purpose of this document, the following terms and definitions are applied:

- Public agent: who holds a government position, temporarily or permanently, with or without remuneration, by election, nomination, designation, hiring or any form of investiture or bond, mandate, position, employment or public service, even if temporary. Similarly to the public agent are the ones working for a service provider company hired or affiliated to perform a typical or untypical activity of a Public Administration;
- Private agent: for the purpose of this policy, it is any private law person or entity, with or without remuneration and is direct or indirectly involved in any commercial transaction in which Nova Participações participates, be part of or has been involved.
- Collaborator: all of Nova Participações' collaborators, including advisors. Directors, employees, service providers, of any kind of contract category, who act on their end activity or collaborate, even if indirectly, with achievement of their end activity, interns and trainees;
- Partner: each and any business partner of Nova Participações, including clients, suppliers, consortium societies, joint ventures, affiliates, subsidiaries or any other third parties;
- Third party: every person or entity that is not a collaborator of Nova Participações or has been hired to assist with their activities performance, such as partners, consortium, representatives, suppliers, service providers in general, consultants, third parties, agents who act on behalf of Nova Participações.
- Conflict of Interests: situation created by confrontation among public and private interests that might compromise the collective interest or improperly influence the public service, as described at article 3rd, item I, of the Conflict of Interests Law (Law No.12.813/2013) or situations in which individual interests of collaborators or partners or people related to them, conflict with Nova Participações' interests.
- Corruption: Act or effect of corrupting, dishonest, fraudulent or illegal behavior that implies exchanges of money, values, benefits not necessarily financial or services for their own benefit or modification of the original status or characteristics of something. Corruption can occur whether with the participation of a governmental agent or not and, therefore, can be named, for the purpose of this policy, as public corruption or private corruption. The most common type of corruption is bribery;
- Bribery: to pay, offer, promise or receive an improper or illegal benefit, favor, advantage or amount intended to influence or make someone to do, change, obtain, hold or have any action or omission to obtain, hold or gain advantages of any nature. Bribery may occur in many ways – like the offer or deliver of money or any other valuable thing. In fact, even common negotiation practices or social activities, such as handing out giveaways, gifts or hospitality, may constitute bribery in certain circumstances;

- Facilitation payment: it is a small payment made directly (or indirectly by means of an agent or mediator) to a public agent in order to perform or expedite a regular non-arbitrary act that he must perform as part of his attributions or daily/common activities. It is how we sometimes refer to as “urgent fees”.
- Unlawful Acts: each and any action or omission that might be opposed to the law, ethical principles, Code of Ethics and of Conduct and other policies and procedures of Nova Participações, in order to obtain any improper benefit, whether financial or not. It is prohibited by Nova Participações Code of Ethics and of Conduct and corporate policies;
- Improper benefit - Any benefit, favor, favoring, facilitation, goods, tangible or intangible, including money or equivalent, or values offered, promised or delivered with the purpose to influence or reward any act or decision of a Private or Public Agent. It is included in this concept giveaways, gifts, entertainments, flight tickets, accommodations, donations, sponsorships or any other valuable thing used for this purpose;
- Mediator: for the purpose of this policy, it is every person or entity who is not the final recipient of certain payment in general or of undue facilitation or advantage or who acts in a way to conceal its final destination. (Examples: agents, consultants, relative, entities controlled direct or indirectly by Public Agents or their relatives, among others);
- Government Authority: every body, department or entity of administration, from direct, indirect or founding of any of the Powers of the Union, States, Federal District, Municipal, Territorial, legal person incorporated to the public assets or entity to which creation or expenditure to the public treasury has been competed or competes with more than fifty percent of the asset or annual income; Political parties: Bodies, state entities or diplomatic representations of a foreign country, as well as legal person controlled, direct or indirectly, by the public power of a foreign country or international public organizations, including sovereign wealth funds or an entity whose property is a sovereign wealth fund;

### **3 - SCOPE**

This policy includes all Nova Participações’ companies and its collaborators, either individuals or entities and at any hierarchical level, no exceptions, who must ensure this policy adherence by the Audience of Interest and other third parties that work on public or private entities, direct or indirectly, for the interest of or to benefit Nova Participações.

## **4 - DESCRIPTION**

### **4.1 - General Guideline**

The Anti-Corruption and Anti-Bribery Policy of Nova Participações obligates every company of the group and their consortium, joint ventures and subsidiaries, no exceptions, to conduct business with ethics and integrity. This policy orders a strict adherence with Nova Participações' Code of Ethics and of Conduct and their integrity policies, as well as of applicable anti-corruption legislation, especially the Anti-Corruption Law (Law No. 12.846/13 and its regulation). Besides that, Nova Participações has, as a reference, international anti-corruption good practices provided by laws, agreements and conventions.

Nova Participações prohibits and does not tolerate any type of corruption, whether public or private, or bribery, direct or indirectly, on their relationship with Public or Private Agents or any third party related to them. That is why it is required that all their Collaborators and Partners:

- strictly adhere with all anti-corruption laws and regulation applicable to Nova Participações, in addition to respect their Code of Ethics and of Conduct and all their Corporate policies;
- do not offer, bribe or make any kind of undue payments for, or in benefit of, any organization, individual or Public or Private Official, national or international;
- do not accept Undue Benefit from any organization or individual in order to guarantee favors or privileges from or to Nova Participações;
- do not make Facilitation Payments on behalf of Nova Participações;
- do not offer or promise job opportunities to anyone. The above-mentioned offer, in certain occasions, might be perceived as a way to obtain an undue advantage, if creates an expectation or impression that Nova Participações is assessing or receiving a favorable treatment;
- do not frustrate, fraud, manipulate, prevent, disturb or obtain improper advantage in regards to biddings and contracts with a Government Authority or create a legal person or any other fraudulent or irregular way to participate in such biddings and contracts;
- do not hinder with any activity of investigation or inspection of a Government Authority or Public Agents or intervene in their performance;
- perform proper integrity due diligence to identify if a potential third party/business partner or joint venture, consortium or *target* in a process of merger and acquisition does not present high legal, regulatory or reputational risks of corruption that might harm Nova Participações, in case the business is made or if there is any association with the target company;
- include integrity clause in every new contract to protect Nova Participações from risks of bribery and corruption, especially in those considered of High Reputational Risk (e.g.: where the other party acts on behalf of Nova Participações - including any third party that interacts with the government or public agents - as well as new partnerships resulting from joint ventures, affiliated companies or company interested/acquiring/acquired in merger and acquisition operations);

- ensure that all fees, honoraries and expenses reimbursement paid to third parties are derived from real, genuine services and the amount is reasonable and proportional to the services provided; and
- make sure that all corporate records (books and registrations) of accounting and financial nature are made clearly and precisely, supporting documentation and with a detail level so that it is possible to identify the real nature of the transaction and the disposal of assets.

Nova Participações does not authorize, involve or tolerates any business or commercial practice, whether with a Private or Public Agent – even if it is “customary”, “ordinary” or “cultural” in any location where it acts – exceptions or non-adherence to this Policy, as well as applicable laws.

## **4.2 - Specific Guidelines**

### **4.2.1 - What can be permitted and what is prohibited?**

#### **a. Giveaways, Gifts and Hospitalities**

Nova Participações has a specific policy regarding this topic, because it is a relevant risk of corruption that has to be corrected. This risk is higher when these offers are, or seems to be, excessive and not in line with common and customary courtesies in a business environment.

Sometimes, it might seem that an offer is or seems to be advantageous or beneficial if there is an ongoing quoting process or a pending license.

When it comes to involvement with a Public Agent, the risk is higher and, therefore, requires greater caution and attention, because it can create the impression that Nova Participações has tried to influence the Public Agent to obtain an undue advantage or preferential treatment. In this way, it is good to reinforce that it is strictly prohibited to offer and/or receive hospitalities, giveaways, gifts, entertainment, among others, whether to a Public or Private Agent.

#### **b. Facilitation Payment**

This Policy prohibits Facilitation Payments. Collaborators of Nova Participações who have received a request of such nature, directly or through a third party or mediator, whether to perform or approve, must immediately refuse it and promptly notify the Anti-Bribery Compliance - Director of Ethics and Integrity.

#### **c. Charity Donations**

Nova Participações can support charity or assistance causes - as by donations or other means - without creating any expectation or intention to their own favor or influencing business, direct or indirectly. However, there is a risk that such assistance actions might be interpreted or perceived as bribery or a corruption act if, for example, the benefited assistance institution is just for show or does not perform the activities they proposed to do or, somehow, it is associated, direct or indirectly, to someone who may influence in a business decision – such as a client (Private or Public Agent).



Therefore, contributions/donations to charity on behalf of Nova Participações must respect the content of the Policy addressed to this topic.

#### 4.2.2 - Use of Agents or Third Parties

Nova Participações, depending on the need, may hire agents, dispatchers, service providers, representatives or other third parties to perform tasks on their behalf. In order to illustrate, third party may:

- represent the interests of Nova Participações, for example, to actual and potential business partners, either governmental or private (e.g.: customs agent or dispatchers);
- perform tasks on behalf of Nova Participações, as a service provider;
- work for Nova Participações on a specific project or issue, as a joint venture partner or business partner.

In some situations and conditions, Nova Participações becomes directly responsible for actions made by their representatives and third parties, for which reason these relationships represent a high risk for Nova Participações and, therefore, they must be subject to a due diligence process of integrity compatible with the risk, as proposed in the Policy of Due Diligence of Third Parties.

Nova Participações collaborators, when performing processes of quoting and hiring third parties, must follow the supply/purchases policies and procedures of Nova Participações and ensure that:

- the process of due diligence is properly performed and well recorded, according to specific policy regarding the third party integrity, reputation, credentials and qualifications;
- paid fees and reimbursed expenses are reasonable and compatible with the services provided. Honoraries or fees *ad valorem* or success fee cannot be agreed without previous approval from Legal area;
- positioning and posture of Nova Participações on intolerance towards fraud and corruption is communicated to third parties, as established on this Policy;
- the third party agrees, in written, to observe and adhere to this Policy, or provides evidence of their own internal policies and mechanisms capable to correct the risk of fraud and corruption;
- the contract with the third party contains anti-corruption clauses or terms and conditions; and the agreement with the third party incorporates terms and conditions related to combat bribery and corruption; and
- regular reviews, as appropriate, regarding the third party performance and with the purpose of monitor the adherence to this Policy, in order to prevent misconduct.

It is of Nova Participações' collaborators responsibility to engage their third parties in order to ensure these requirements are met. Likewise, companies to which Nova Participações merge, associate or acquire are also subject to compatible process of due diligence, supported by corresponding anti-corruption documentation that shows we have done everything possible to previously identify and correct the risk.

#### 4.2.3 - Risk Assessment

Nova Participações has developed their anti-corruption approach according to the exposure level to those risks on their business processes in each region they act. Therefore, the company and their designated collaborators should:

- perform a formal, proper risk assessment in order to identify and evaluate exposures to corruption risk related to contracts, business and existent operations;
- lead a formal, proper risk assessment in order to identify and evaluate exposures to corruption risk regarding all new business and opportunities that Nova Participações intends to accomplish;
- evaluate the internal and external range of exposure to risk of corruption, including the geographical and cultural aspects, to a proper operational level;
- perform regular reviews and monitoring of exposures to risk of corruption to identify possible changes, new risks or an increase of the risk levels.

#### 4.2.4 - Corporate Records Preservation

Nova Participações must keep their books and corporate records – financial and accounting – precise, completed and clear and implement proper and efficient internal controls, as provided by the policy that address this topic.

### 4.3 - Communication, Training and Questions

Nova Participações keeps a regular and constant communication and training plan for their Collaborators with the purpose to disclose and raise awareness on the importance to adherence to these Policy rules.

It is a shared responsibility of all Leaders of Nova Participações to disclose to their subordinates the content of this Policy, making them aware of the importance of its compliance and to encourage them to present their questions or worries with its enforcement.

Any situation, exception and/or clarification regarding this Policy should be emailed to the Ethics and Integrity Area ([compliance@novaengevix.com.br](mailto:compliance@novaengevix.com.br)).

#### **4.4 - Ethics Channel**

It is essential that everyone covered by this Policy report immediately any actions or suspicious acts that violate this Policy and/or the Code of Ethics and of Conduct. In this sense, the Ethics Channel is available on:

- Website: <http://www.novaparticipacoes.com/>;
- Website: [www.canaldeetica.com.br/novaparticipacoes](http://www.canaldeetica.com.br/novaparticipacoes);
- Telephone: 0800 300 4721 - 24 hours per day.

This channel is operated by a specialized company, ensuring even more confidentiality and safety. It is not required to identify yourself when using the channel, however, it is essential to act responsibly when making a report, which should be consistent and truthful.

It is not permitted or tolerated any kind of retaliation against people who occasionally file good-faith reports or complaints of violation of this Policy or anti-corruption law.

#### **4.5 - Investigations and Sanctions**

Nova Participações and their collaborators can be investigated by state regulatory bodies in different jurisdictions and, depending on the circumstances, unlawful acts can become administrative or legal processes. This may result in severe fines and penalties, exclusions and/or imprisonment, if it is proved that Nova Participações and/or their collaborators violated the applicable anti-corruption and anti-bribery laws and/or regulations.

Every report of suspect cases of violation of this Policy is immediately and properly investigated. If after an internal investigation it is noted that there was a conduct that infringed this Policy rules, immediate and exemplary corrective measures are taken, always according to the circumstances, severity and applicable law.

Any collaborator, third party or partner who violates any provision of this Policy is subject to disciplinary sanctions provided on the Code of Ethics and of Conduct from Nova Participações, as listed below, applied proportionally to the violation act and according to participation of each person, not necessarily in this order:

- written warning;
- suspension;
- Work Contract termination without cause;
- Work Contract termination with cause;
- Termination of Service Provider Contract and commercial or business agreements;
- suitable legal action.

#### **4.6 - Responsibilities**

As defined in the Integrated System Manual, the Governance and Integrity Director in the Anti-Bribery Compliance function is responsible for the Anti-Bribery Management System, however, the prevention, detection and reporting of bribery practices and other forms of Corruption are the responsibility of all employees and Third Parties acting on behalf of Nova Participações. Everyone, including Third Parties, are obliged to avoid any activity that may lead to or suggest a violation of this Policy. It is worth reiterating that no Employee and Third Party should promise, offer, give, request, agree to receive or accept an Undue Advantage in exchange for favorable treatment, to influence a business result or to obtain any commercial advantage, or, even, to speed up the procedure or result to which Nova Participações is entitled.

#### **5 - VALIDITY**

This Policy comes into force on the date of its disclosure.