

**OBJECT: STANDARDIZATION OF
NOVA PARTICIPAÇÕES****TITLE: INTEGRITY POLICY
LIAISON WITH PUBLIC AUTHORITY**

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1- OBJECTIVE

This Policy aims to reaffirm the ethical and transparent stance of Nova Participações Group, in its liaison with the Public Authority, establishing the conduct to be adopted by its employees, partners, executives, managers, commercial and business partners and others, individuals or legal entities, regardless of the hierarchic level, who work on its behalf, when in contact with public agents, national or foreign, and those linked to them, directly or indirectly.

Additionally, it aims to show that is completely unacceptable the existence of illicit acts, situations and conduct against the Public Administration that might be considered as corruption practice, as defined by current applicable national and international legislation, in this corporate policy and in the Ethic and Conduct Code of Nova Participações.

The strict compliance to this policy protects Nova Participações, its employees, partners, executives, managers, commercial and business partners, from risks and unacceptable exposure, so that non-compliance may result in the application of disciplinary measures, as described in the internal policy that covers the theme. - Complementary standards

The following policies, standards and procedures shall be used in their most recent review or as a complement to laws, technical norms, standards and contractual requirements.

2.1 - By Nova Participações

- M0-NC-0001 - Commercialization and Proposal Writing;
- M0-PC-0004 - Policy related to the offer of Hospitality, Gifts and Presents to national or foreign Public Agent;
- M0-PC-0009 - Anti-corruption Policy.

2.2- National

- Brazilian Criminal Code, Decree-Law 2.848/1940;
- Consolidation of Labor Laws – CLT, approved by Decree-Law no. 5.452/1943;
- Law no. 8.112/1990 (Federal Public Servants Bylaws);
- Law no. 8.666/1993 (Procurement Law);
- Law no. 12.813/2013 (Conflict of Interests Law);
- Law no. 12.846/2013, regulated by Decree no. 8.420/2015 (Anti-Corruption Law);

2.3- International

- Argentina: Law no. 25.188, of 1999 – Ethics in Public Duties Law; – Colombia: Law no. 1474, of 2011 – Anti-corruption Bylaws; Law no. 1.776, of 2016 – Zidres Law and Law no. 599, of 2000 – Colombian Criminal Code; – USA: *Foreign Corrupt Practices Act* – 15 U.S.C. §§ 78dd-1 and further ones ("FCPA") and *United States Sentencing Commission*

("USSG"); – Mexico: Anti-corruption in Public Contracting Federal Law, of 2012; – Peru: Legislative Decree no. 1.352, of 2017 – Administrative Accountability of Legal Entities Law ; – United Kingdom: UK *Bribery Act* ("UKBA") – Bribery Law, of 2010.

2.4- Terms and Definitions

For the purposes of this document, the following terms and definitions apply:

- Public Administration: Group of bodies directly reporting to the Government, including autonomous entities, foundations and public companies and mixed capital companies;
- Public Agent: who works in a public duty, temporarily or permanently, with or without compensation, through election, nomination, designation, hiring or any other form of investiture or connection, mandate, role, job or public duty, even if temporary, including political agents. Those who work for a company that was contracted or accredited as service provider for the fulfillment of typical or atypical activity of the Public Administration are treated as a Public Agent;
- Employee: all Nova Participações employees, including board members, directors, employees, service providers, with whatever form of employment, who work in its core activity or who cooperate, even if indirectly, to the delivery of its core activity, including interns and apprentices;
- Conflict of Interests: for this policy, it is the situation generated by the conflict between public and private interests, in a way that might compromise the collective interest or influence, in an inappropriate manner, the performance of public duties, as described in art. 3rd, section I, of the Conflict of Interests Law (Law no. 12.813/2013) or situations where the private interests of employees or partners, or individuals related to them, conflict with those of Nova Participações;
- Partner: every and any business partner of Nova Participações, including clients, suppliers, companies in consortium, *joint ventures*, affiliates, subsidiaries or any other third party;
- Related Individuals: Parents, spouse, children, siblings, grandparents, in-laws and first degree cousins;
- Unfair Advantage: Any benefit, favor, facilitation, good, tangible or intangible - including money or equivalent - and values offered, promised or delivered, with the aim of influencing or rewarding any act or decision of a Public Agent. This concept includes gifts, presents, entertainment, air tickets, accommodation, donations, sponsorships and any other valuable thing used for such purpose.

3- SCOPE

This policy covers all Nova Participações companies, their employees, either individuals or legal entities, in any hierarchic level, without exceptions, who shall work to ensure the compliance to this policy by target audience and other third parties, who work with public or private entities, directly or indirectly, for the interest or benefit of Nova Participações.

4- DESCRIPTION

4.1 - General Guideline

The Policy of Liaison with Public Authority of Nova Participações binds all companies of the Group and its consortium members, *joint ventures* and subsidiaries, without exceptions, to conducting business with ethics and integrity. This policy establishes strict observance and compliance to the Code of Conduct and Ethics of Nova Participações, its integrity policies, as well as to the applicable anti-corruption legislation, with particular attention to the Anti-corruption Law (Law no. 12.846/13 and its regulation). Additionally, Nova Participações has as reference the international anti-corruption best practices established in laws, treaties and conventions.

Nova Participações prohibits and, therefore, does not tolerate any corruption and bribery practice, direct or indirect, in its liaison with Public Agents, or any Third Party related to them, thus demanding that all its Employees and Partners:

- strictly comply with all anti-corruption laws and regulations applicable to Nova Participações, as well as respect its Code of Conduct and Ethics and all its corporate policies;
- do not offer, bribe or make any unwarranted payments to, or in benefit of, any organization, individual or Public Agent, national or foreign;
- do not accept Unfair Advantage from any organization or individual, to ensure 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 Public Agent or any Related Individuals, directly or indirectly. Such offer, in certain occasions, may be seen as a form of obtaining an unfair advantage, if it creates an expectation or impression that Nova Participações is earning or will receive favorable treatment;
- do not thwart, defraud, manipulate, prevent, disturb or obtain unfair advantage related to public tenders and contracts with the Public Administration, according to the legal definition, or yet, create a legal entity or any other fraudulent or irregular way to participate in such public tenders and contracts;
- do not hinder investigation and inspection activity conducted by the Public Administration or by Public Agents, or even, intervene in their performance;
- ensure that all rates, fees and expense refunds paid to third parties, whose contracts are linked, directly or indirectly, to the Public Administration, result from real and legitimate activities, with an amount that is reasonable and proportional to the services provided.

Nova Participações does not get involved, authorizes or tolerates, any type of business or commercial practice with Public Agent, which has exceptional nature, or yet, that does not comply with the guidelines of this policy or of the applicable laws, even if it is deemed as “usual”, “ordinary” or “cultural.”

4.2- Specific Guidelines

4.2.1 - Conflict of Interests Public x Private

Employees who have family links with Public Agents, who hold decision-making powers within scope of business of Nova Participações, must declare this eventual conflict of interests or perception, in writing, to the Ethics and Integrity area, who will make an assessment and suggest necessary measures for risk mitigation.

It is important to emphasize that, in case of occurrence of conflict of interests or perception, there is no need for damage to public assets to happen or for the Public Agent to have any financial gain; as long as the situation created by the apparent or real conflict between public and private interest compromises, influences or seems to intervene, in an improper or inappropriate manner, the regular performance of the public duty or activity, it will suffice.

In this way, it is fundamental that any potential conflict of interests with a Public Agent is reported in order to be assessed by the Ethics and Integrity area.

4.2.2 - Gifts, Presents and Hospitality

In regards to gifts, presents and hospitality, we require compliance to what is established in the Policies M0-PC-0009 Anti-corruption Policy and M0-PC-0004 – Policy related to offers of hospitality, gifts and presents to a national or foreign Public Agent, as well as in the Code of Conduct and Ethics of Nova Participações.

4.2.3 - Facilitation Payments

These are payments made directly (or indirectly through an agent or intermediary) to a Public Agent, for delivering or expediting a routine and non-discretionary task, which the agent must perform as part of his/her job or regular/daily activities. They are known, at times, as “urgency fees.”

As established in Policy M0-PC-0009-0 Anti-corruption Policy, these payments are strictly prohibited, as well as being considered as bribes under the Anti-corruption Law (Law 12.846/13).

It is important to emphasize that the payments made to the Public Administration due to legal or contractual provision (fees, taxes, service provision, etc.), are not unfair.

No employee, third party or partner will receive any type of retaliation or penalty for delay or loss of business, due to refusal to pay or accept bribes, but it is fundamental to operate responsibly when reporting the situation, with consistent information and true facts.

4.2.4 - Meetings with the Public Authority

Nova Participações employees shall record via the Commercial Processes System - COMIX, according to standard M0-NC-0001 Commercialization and Proposal Writing, meetings held with the Public Administration that aim to set commitments and take

decisions on behalf of the company (e.g. Obtainment of licenses, urban planning, among others). Minimally, the following data shall be reported: date, location, objective and the representatives of Nova Participações and Public Agents who were present.

Meetings with the Public Authority shall take place, necessarily, with at least two Nova Participações employees, during business hours, and still, with previous placement in public schedule of the relevant authority, preferably in the official premises of the Public Authority body or in the premises of Nova Participações, with the agenda approved by the senior management and by the legal department of the company. Every meeting shall be followed by entry in the minutes, with signature of the all those who attended it. To record the meeting in agenda and, if applicable, to list the expenses resulting from it in a reimbursement report, in a clear and accurate way.

There are two types of contacts with public bodies for the operations of Nova Participações: (i) projects and public tenders; and (ii) ordinary, regulatory and related to inspection.

It is mandatory for each representative of the areas of Nova Participações to present to the Ethics and Integrity area a report of contacts that they have with public bodies, including the reason to do so, frequency and name of the contact person at the company, among other information that may be eventually requested.

The “(ii) ordinary, regulatory and related to inspection” contacts are exempt from this obligation, such as: meetings for: follow-up of the object of contract; operation of protocols; orders; obtainment of permits among others, although it is mandatory to keep a history of these meetings, subject to audit at any time.

Doubts and clarifications about the theme shall be solved by the relevant immediate superior, or still, by the Ethics and Integrity area.

4.2.5- Employment of Public Agents and Former Agents

The employment of Public Agents is only allowed when there is no conflict between the performance of the public role or duty and the work hours, as instructed by article 117, of Law no. 8.112/90. As a rule, the performance of any private activity by the Public Agent subordinated to an exclusive commitment regime is prohibited.

Excluding the aforementioned situations, it is possible, in principle, the performance of private activities by Public Agents. In this way, in case of employment, what is established in the aforementioned legislation and the principles that guide Nova Participações Integrity Program shall be considered.

The employment of former Public Agents is prohibited within the period of six months, from the date of exemption, exoneration, destitution, dismissal or retirement, as established in art. 6th, section II, of Law no. 12.813/2013 (“Conflict of Interests Law), unless in cases of legal exceptions.

Every employment of Public Agent of former Agent shall be communicated in advance to the Ethics and Integrity area, who will be responsible for issuing an opinion, recommending - or not - the employment of the individual, aiming at mitigating the risks of conflict of interests or perception.

The employment of relatives of Public Agents and former Agents shall also be communicated and assessed by the Ethics and Integrity area at Nova Participações, in the same terms as above.

4.2.6- Public Tenders and Public Contracts

The Brazilian Legislation considers as corruption several actions or omissions made in the scope of public tender and contracting processes with the Public Administration. In some cases, the participation of a Public Agent is not even necessary, so the action is punishable by public authorities.

By participating in public tenders, Nova Participações will be subject to and strictly abide to the legal provisions of Law no. 8.666/1993 ("Public Tenders Law") (), its rules and contractual clauses signed with the public body responsible for the tender.

Therefore, the Employee, Third Party or Intermediary must shall be aware that the Brazilian Legislation and Nova Participações prohibit any action with the purpose of:

- thwarting or defrauding, through adjustment, collusion or any type of means, the competitive nature of the public tender procedure;
- preventing, disturbing or defrauding the performance of any action of public tender procedure;
- removing or attempting to remove the responsible for the tender, through fraud or offer of any type of advantage;
- defrauding public tender or a contract that results from it;
- creating, in a fraudulent or irregular way, legal entity to participate in the public tender or sign administrative contract;
- obtaining unfair advantage or benefit, in a fraudulent way, from changes or extensions of contracts signed with the Public Administration, without authorization in law, in the call for public tender or in the respective contractual instruments;
- manipulating or defrauding the economic and financial balance of the contracts signed with the Public Administration.

4.2.7- Public Authority Inspection

The Public Administration has the power to inspect the performance of private parties, in the cases and conditions provided in the legislation. As long as it is performed with caution and within legal limits, the inspection is an efficient instrument for the prevention of abuse or illicit actions.

In this sense, the liaison with public authority during an inspection shall be based in transparency and ethics, always respecting the rules of this policy.

Also, in the interests of the collaborative and participative nature of the company, all Employees and Third Parties who work on behalf of Nova Participações Group shall always give information and clarification requested by the authorities, during the investigations and

processes, and any action with the intention to obstruct the inspections made by Public Agents is prohibited.

During potential inspections it is fundamental for the Employee to adopt a formal and courteous manner, and that does not hinder, in any way, the performance of the Public Agent.

Creating a hindrance to the performance of the inspection may result in penalties to the Institution and to the Employee, as well as being characterized as an illicit action.

4.2.8-Transactions with Intermediaries

Employees shall work to ensure the compliance with this policy by partners who work as intermediaries (e.g. expeditors, lawyers and environmental consultants), in actions with the public authority, in the interests or for the benefit of Nova Participações, always according to the local legislation.

For more information on this topic, see item 4.2.2 - Use of Agents and Third Parties of M0-PC-0009-0 Anti-corruption Policy.

4.3- Communication, Training and Questions

Nova Participações keeps a communication and training plan, constant and frequent, developed for its Employees, in order to promote their awareness on the importance of complying with the rules of this and other corporate policies.

It is the responsibility of each leader at Nova Participações to widely promote to their subordinates the content of this policy, as well as, through their dialog and actions, encourage them to present questions or concerns about its practical application.

Any situation, exception and/or clarification about the application of this policy shall be sent to the Ethics and Integrity area email (compliance@novaengevix.com.br).

4.4- Ethics Channel

With the interest in keeping an honest work environment and free from irregularities, Nova Participações makes available to its internal and external audience, a means of communication for the receipt – through an independent and specialized company – of suggestions, grievances, complaints and reports about unethical conduct, violation of the current legislation and/or facts that go against its corporate policies and its Code of Conduct and Ethics, and it is essential that those to whom this policy applies report immediately any actions, facts or suspicions that fall under the conditions mentioned above. In this sense, we make our Ethics Channel available via the following means:

- Website: www.novaparticipacoes.com;
- Website: www.contatoseguro.com.br/novaparticipacoes;
- Telephone: 0800 648 6307 - 24 hours per day.

Identification is not required when using the channel, although it is fundamental to act responsibly when reporting, which shall be consistent and truthful.

Nova Participações ensures to those complainants anonymity, impartiality and safety in the process of dealing with complaints, and any form of retaliation against the complainants who act in good faith will not be allowed or tolerated, as provided in its current Ethics Channel Policy, which is M0-PC-0007.

4.5- Investigations and Sanctions

All reports of suspicion of violation of this policy will be investigated appropriately and timely. If, after internal investigation procedure, there is undoubtedly an occurrence of violation, immediate and exemplary measures will be taken, considering the circumstances, severity and the applicable law.

The violation to any provision of this policy will subject the offender to disciplinary sanctions established in the Code of Conduct and Ethics of Nova Participações - herein listed – in a manner proportional to the violation, and also, according to the effective personal participation of the person being investigated, duly assessed, and not necessarily in the order below:

- verbal warning;
- written warning;
- suspension;
- dismissal;
- fair dismissal;
- termination of the service provision contract, commercial partnership agreements or business agreements;
- reasonable lawsuit.

Crimes related to fraud of processes, done against Public Administration, including influence peddling and corruption, committed against national or foreign administration, have a penalty of incarceration or confinement of, at least, six months and fine.

4.6- Responsibilities

The documentary, financial and accounting records, linked, directly or indirectly, with the company liaison with public authority, shall be kept in a manner that allow them to be verified and audited, during a minimum period of five years, with each area being responsible for the archiving of the documents that it produces.

It is the responsibility of the employees of Nova Participações to comply with all the provisions of this policy, as well as to ensure that partners and other third parties are aware of its content.

5- VALIDITY

This policy takes effect on its publication date.

CÓPIA NÃO CONTROLADA