



Policy VLM 01

ANTICORRUPTION AND ANTIBRIBERY

ANTICORRUPTION AND ANTIBRIBERY POLICY

1. OBJECT

1.1. To establish the principles regarding the fight against corruption and bribery within the relationships between **Vezi Lapolla Mesquita Advogados** and the public agents, in accordance with the Law 12.846/13 (Brazilian Anticorruption Law) and other applicable legislation.

2. APPLICATION

2.1. This Policy is applicable to **Vezi Lapolla Mesquita Advogados**, including the Senior Management and Collaborators and, as applicable, its clients, suppliers and services providers and any other person or company acting together with the firm commercially, administratively, and judicially before the Public Administration.

2.2. This Policy must be applied jointly with the Code of Conduct and other policies included in the firm's Compliance Program.

3. DEFINITIONS

3.1. Public Administration: All public entities within the federal, state or municipal powers or official foreign entities, including independent agencies (United Nation - UN, World Bank, etc.), as well as those public entities connected to the indirect Public Administration such as autarchies, public foundations, public schools and universities, public research institutes, public hospitals and companies, mixed capital companies and regulatory agencies.

3.2. Public Agent: All employees and directors who are part of the Public Administration, including any person who performs any type of act on behalf of the Public Administration.

3.3. Senior Management: Equity partners, Permanent Compliance Committee and coordinators.

3.4. Corruption: An illicit act committed by an individual or legal entity, with the objective of obtaining advantages for himself or for others.

3.5. Bribery: An act consisting of inducing a third party to perform some conduct in exchange for any undue advantage, financial or otherwise.

3.6. Compliance Program: Set of measures established by **Vezi Lapolla Mesquita Advogados** to ensure integrity in its activities before the Public Administration and to comply with the requirements of Law 12.846/13.

3.7. Anti-Bribery Management System ("AMS"): Set of implemented guidelines that aim to install an anti-bribery culture and detect and mitigate acts of bribery that may be carried out

by **Vezi Lapolla Mesquita Advogados**, Collaborators and partners.

4. ANTI-BRIBERY MANAGEMENT SYSTEM

4.1. **Vezi Lapolla Mesquita Advogados** undertakes to comply with the determinations and requirements stipulated in its Anti-Bribery Management System, in accordance with the guidelines of the ISO 37001:2017 standard.

4.2. **Vezi Lapolla Mesquita Advogados** is committed to the continuous improvement of its Anti-Bribery Management System.

5. COMPLIANCE OFFICER'S RESPONSIBILITIES

5.1. The Compliance Officer holds the following responsibilities:

- a. Supervise the conception/design and implementation of the Anti-Bribery Management System;
- b. Provide advice and guidance on the Anti-Bribery Management System and issues relating to bribery and corruption;
- c. Ensure that the Anti-Bribery Management System complies with this Policy's requirements of this policy;
- d. Perform critical review every six months, as well as report on the performance of the Anti-Bribery Management System to Senior Management and other Compliance functions as appropriate..

5.2. **Vezi Lapolla e Mesquita Advogados** undertakes to provide the necessary resources for the Compliance Officer to carry out his/her activities and guarantees that the person in such position have the appropriate capacity, position, authority independence.

5.3. The Compliance Officer position shall have direct access to Senior Management.

6. OBLIGATIONS OF THE COLLABORATORS

6.1. Supervise and inform any violation or suspicion of violation to this Policy and to the Code of Conduct.

6.2. Alert/report suspected cases of corruption or bribery that they are aware of, even if they are not sure whether any illegality actually occurred.

6.3. Forward cases to the Reporting Channel, according to section 8.1.

6.4. Inform the existence of kinship ties with Public Agents and former Public Agents and the fact of having personally held or held a position in the Public Administration, including political positions.

6.5. Any and all interactions with third parties or with Public Administration agents must be carried out ethically and legally, preferably recorded in minutes and in the presence of at least two Collaborators.

6.5.1. Any interaction with a public body not inherent to the regular activities within the firm must be formally communicated to the Compliance Officer, to determine whether or not to record or monitor the Collaborator in meetings, interviews or meetings with members of the Public Administration that are reported to them.

6.5.2. Any communication, request/sending of information with Public Agents must be made in writing.

7. PREMISES TO BE OBSERVED

7.1. Acts of corruption and bribery are expressly prohibited by or on behalf of **Vezi Lapolla Mesquita Advogados**.

7.2. Acts of corruption and bribery and conducts which are harmful to the integrity, are considered serious misconduct, and the appropriate disciplinary measure is the termination of the relationship with **Vezi Lapolla Mesquita Advogados**.

7.3. In addition to the aforementioned disciplinary measure, if any Collaborator is found to have committed an act of corruption or bribery within **Vezi Lapolla Mesquita Advogados**, he or she will be subject to penalties foreseen in the legislation.

7.4. **Vezi Lapolla Mesquita Advogados** and Collaborator may not offer, promise or give to any third party - including government agent or authority, national or international -, with which **Vezi Lapolla Mesquita Advogados** has relation, is related or may come to relate, financial advantage or any other type of benefit as a way of avoiding the linking of such with the possible interest of ensuring an improper advantage for themselves, for **Vezi Lapolla Mesquita Advogados** or for others.

7.5. No Collaborator shall be sanctioned by the delay or loss of opportunities resulting from their refusal to commit any unlawful act.

7.6. **Vezi Lapolla Mesquita Advogados** shall protect the confidentiality of any complaint, in accordance with the applicable legislation or judicial orders.

7.7. Any type of retaliation against Collaborators reporting in good faith will not be tolerated, and the person who carries out the retaliation will be subject to the application of appropriate disciplinary measures.

7.8. In the case of individuals or legal entities hired by **Vezi Lapolla Mesquita Advogados** (suppliers, consultants, service providers, commercial representatives, intermediary agents and others) to act on their behalf or in their favor, who may be investigated or convicted for an act corruption or bribery, the respective contract may be terminated immediately, with

just cause, without prejudice to the applicable contractual and legal penalties.

8. INTERNAL STRUCTURE

8.1. The anti-corruption and corporate integrity structure of **Vezi Lapolla Mesquita Advogados**, together with all executive levels of **Vezi Lapolla Mesquita Advogados**, are:

- a. *Compliance Officer* – CO;
- b. Permanent Compliance Committee – CPC;
- c. Report Channel; and
- d. Anti-Bribery Management System (AMS).

8.2. Permanent Compliance Committee's responsibilities are:

- a. Institute and supervise the Compliance Program;
- b. Define the parameters and contents of training for Collaborators to fight corruption;
- c. Receive and investigate complaints;
- d. Carry out due diligence on hired third parties on the anniversary of the agreement; and
- e. Review and approve the Compliance Officer reports.

9. CONTACT CHANNELS

9.1. Complaints related to acts of corruption involving **Vezi Lapolla Mesquita Advogados** must be forwarded to the Report Channel:

- a. Internet: www.compliance-office.com/vlm
- b. Email: vlm@compliance-office.com
- c. Address: Via Ética – VLM – Avenida Paulista, 171, 7º andar – Paraíso, São Paulo/SP - Brasil, CEP: 01311-904.

9.2. In all available contact channels, the person may identify himself or make an anonymous report. Secrecy and confidentiality are guaranteed. Eventually, you may request a personal meeting, which shall take place in a reserved place.

10. POLICY DURATION

10.1. This Policy and any subsequent amendments come into force as of its approval by the Permanent Compliance Committee and shall cancel all published guidance that provides contrary provisions on such matter.

10.2. All published documents will respect the applicable legislation and may not, under any circumstances, in any of its provisions, contradict the values and principles of **Vezi Lapolla Mesquita Advogados**.