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	ANTI-BRIBERY AND ANTI-CORRUPTION POLICY	Revision	01

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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1 PURPOSE

This policy aims at ensuring that Management Members, Employees and Business Partners comply with the requirements of Anti-Bribery and Anti-Corruption Laws as well as with Aegea's Anti-Bribery and Anti-Corruption Policies and Procedures, so as to guarantee that the highest standards of integrity, legality, ethics and transparency are adopted in the conduction of business. It applies to all Business Partners with whom/which Aegea has or may have a relationship.

2 APPLICATION


All of Aegea's Management Members, Employees, Business Partners and its Organizational Units.

3 REFERENCES

- Law no. 12,846, of 2013 - Brazilian Anti-Corruption Law. Law regarding acts against public, national or foreign administration.
- FCPA ACT- FOREIGN CORRUPT PRACTICES ACT - United States Law on Corrupt Practices.
- UK BRIBERY ACT - UNITED KINGDOM BRIBERY ACT - Anti-Bribery Law of the United Kingdom.


4 DEFINITIONS

- **GOVERNMENT AGENT:** according to Law no. 8,429/1992, a government agent is anybody that, even if temporarily or without remuneration, by means of vote, appointment, designation, hiring or any form of investiture or relationship, holds an office, position, job or function in any of the Powers of the Federation, States, Federal District, Municipalities, of a Territory, of a company merged into the public assets, or an entity the creation or cost of which the government treasury has contributed or contributes with more than fifty percent (50%) of the equity or annual revenue. And also, candidates to government positions at all the levels (federal, state or municipal and in the executive, legislative and judicial branches).
- **FOREIGN GOVERNMENT AGENT:** according to the concept set out under Article 337-D, of Decree-Law no. 2,848/1940 (Penal Code), or the provision in Article 5, of Law no. 12,846/13, a foreign government agent is somebody that, even if temporarily or without remuneration, holds a government position, job or function in state bodies and entities or in of foreign-country diplomatic representations, as well as in entities directly or indirectly controlled by the government of a foreign country or in international government organizations.
- **FOREIGN PUBLIC ADMINISTRATION:** for the effects of this procedure, the concept set out under Article 5, of Law no. 12,846/13 establishes that foreign public administration refers to state bodies and entities or diplomatic representations of a foreign country, at any government level or sphere, as well as the legal entities controlled, directly or indirectly, by the

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government of a foreign country. The international government organizations are equivalent to the foreign public administration.

- **ANTI-CORRUPTION LEGISLATION:** defines each and all national or foreign laws that mention the practices for fighting corruption and related best practices, including, among others, Law no. 12,846/13, which refers to the administrative and civil liability of legal entities for practicing acts against the national or foreign public administration; Decree no. 8,420/145, which regulates Law no. 12,846/13, FCPA (Foreign Corrupt Practices Act), North-American legislation that aims at fighting transnational corrupt practices by certain persons or entities related to the United States; and UKBA (United Kingdom Bribery Act), British law for fighting corruption.
- **ANTITRUST LEGISLATION:** refers to Law no. 12,529/11, which structures the Brazilian Antitrust System; it provides for the prevention and repression of infractions against the economic order.
- **SOMETHING OF VALUE:** means money, gifts, trips, entertainment, offers of meals, jobs and work. It may also include, among other things, sponsorship of events, scholarships, research support and charitable contributions, even if for the benefit of a lawful charitable organization.
- **COMPLIANCE:** this term derives from the verb ‘to comply’, which means to fulfil, perform, meet and carry out what has been established in accordance with the laws and regulations applicable to Aegea and its activities, according to the Code of Conduct and the Organizational Procedures and Guidelines.
- **CORRUPTION:** means misconduct by a Government Agent, of any level, or by individuals or legal entities, for the purpose of obtaining unfair advantage to oneself or third parties or a group of people. It may also be understood as the act or effect of degenerating, attracting or being attracted to money, gifts, entertainment or any benefit or advantage that leads someone to act or fail to act in accordance with the law, good morals and conduct and what is considered to be correct in the social environment.
- **DUE DILIGENCE:** procedure for analyzing information and documents with the set objective of getting to know the Business Partner with which/whom Aegea intends to interact and have a relationship.
- **MANAGEMENT MEMBER(S):** Executive Officers, Directors and Committee Members.
- **EMPLOYEE(S):** all workers, apprentices, trainees, employees and other representatives of Aegea that operate in any of its Organizational Units.
- **ANTI-BRIBERY AND ANTI-CORRUPTION LAWS:** laws that aim at establishing the rules to prevent corruption and bribery practices. Therefore, it is important to comply with the Anti-Bribery and Anti-Corruption Laws as well as with all other laws and standards applicable to bribery and corruption in accordance with the Brazilian Laws.
- **FACILITATION PAYMENT:** payments of any value intended for guaranteeing or speeding up routine actions or, otherwise, induce Government Agents or

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Business Partners to perform routine duties that they usually perform, such as the issue of licenses or permits or different inspections. This does not include legally-applicable administrative fees.

- **BRIBE:** money or unfair advantage obtained or given in an unlawful manner or for illegal purposes.
- **BRIBERY:** act of inducing somebody, whether a Government Agent or a Business Partner, to carry out any action or omission for illegal, unlawful, dishonest or unethical purposes, for their own benefit or that of another, offering them money, gifts, entertainment, benefits, advantages or ANYTHING OF VALUE.
- **BUSINESS PARTNER:** refers to, among others, every and any individual or legal entity with whom/which Aegea has or may have a relationship, including any service provider, consultant, client, contracted or subcontracted Business Partner, lessee, assignee of a commercial area, regardless of any formal agreement, including those that use Aegea’s name for any purpose or render services, supply materials, interact with Government Agents, the Government or other Business Partners on behalf of Aegea.


5 DESCRIPTION

5.1 GENERAL PROVISIONS

Aegea’s Policy contemplates conducting its business with honesty and integrity. It is essential for Aegea to maintain its business reputation. For this reason, we have a zero-tolerance approach to Bribery and other Corrupt practices. That’s why Aegea encourages everyone to report, in good faith or based on a reasonable conviction of trust, any matters regarding indications of improper conduct, be it by a Management Member, Employee, Civil Servant or Business Partner, without fear of retaliation. Queries, suspicions or suggestions must be forwarded to the following communication channels:

- **ETHICS CHANNEL**
0800-648-6301
www.contatoseguro.com.br/aegea
- **INTEGRITY DEPARTMENT**
Av. Brigadeiro Faria Lima, 1663 - 1º andar
CEP 01452-001 - Jardim Paulistano- São Paulo /SP
Telephone: +55 11 3818-8139
Email: integridade@aegea.com.br

Aegea requires Compliance with the anti-bribery and anti-corruption laws, as well as with any legal, regulatory or contractual requirements related to its activities. Aegea guarantees the assignment of the Compliance Function to

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someone with competence, position, authority and independence, and with direct access to the Board of Directors and the Senior Management. It also ensures the ongoing improvement of its Compliance Program.


This present policy **seeks** to provide suitable means and tools to help them identify risk situations and any inappropriate payments, as well as to indicate how such cases must to be dealt with. Therefore, everybody should observe Aegea's guidelines and cooperate with the Integrity Department in order to guarantee compliance with this policy.

This policy must be known and followed by all of Aegea's Management Members, Employees and Business Partners, and noncompliance thereof shall subject to legal and disciplinary measures.

If in doubt about the proper application of the Policy guidelines, management members and employees must consult their immediate manager and/or the Integrity Department.

5.2 BRIBERY, PAYMENT AND RECEIPT OF BRIBES

- a) Aegea has a zero-tolerance approach to bribery and other corrupt practices. Therefore, all Management Members, Employees and Business Partners operating on behalf of Aegea are emphatically forbidden to negotiate, offer, promise, receive, facilitate, pay, authorize or provide (directly or indirectly) any bribe, unfair advantage, payments, gifts, trips, entertainment or, also, to transfer any item of value to any person, whether a Government Agent or not, national or foreign, to influence or reward any action, omission, preferential treatment or decision of such person to the benefit of Aegea.
- b) No Management Member, Employee or Business Partner shall be retaliated or penalized as a result of business delay or loss due to their refusal to negotiate, offer, promise, receive, facilitate, pay, authorize or provide a bribe.
- c) The Anti-Bribery and Anti-Corruption Laws not only penalize the person who pays bribes, but also those individuals that act so as to encourage their payment; therefore, these laws are applicable to anyone who:
 - Approve a bribe;
 - Supply or accept invoices issued by fraudulent means;
 - Retransmit instructions for paying bribes;
 - Conceal the bribes paid; or
 - Facilitate the payment of bribes.

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5.3 GIVEAWAYS, GIFTS, TRIPS AND ENTERTAINMENT


- a) Under no circumstance giveaways, gifts, trips or entertainment can be given to anyone, be they a Government Agent or otherwise, to influence or improperly reward an action or decision, such as an actual or an intended compensation for obtaining any benefit or advantage to Aegea, its Management Members, Employees or Business Partners.
- b) Policy D0011-GIT99 - Gifts & Hospitality establishes specific procedures and guidelines on the topic, and all Management Members, Employees or Business Partners must comply with such rule.

5.4 FACILITATION PAYMENTS

Aegea prohibits the negotiation, promise, enablement, payment, authorization and making of Facilitation Payments, according to Policy D0005-GIT99 - Policy on Extortion and Prohibition of Facilitation Payments.

5.5 BUSINESS PARTNERS

- a) As a policy, Aegea only conducts businesses with technically-qualified Business Partners with flawless reputation and integrity.
- b) Aegea forbids, at any time, a Business Partner to exert, for their own benefit, any type of improper influence on any person, whether a Government Agent or not.
- c) Aegea does not allow the hiring of Business Partners that have a direct or indirect inappropriate relationship with Government Agents.
- d) Prior to the hiring of any Business Partner, it is verified if they are involved, even if indirectly, in Corrupt or unlawful practices, and if they are being investigated, prosecuted or have been convicted as a result of such practices.
- e) All agreements entered into with Business Partners must mandatorily include an Anti-Corruption Clause, according to the model displayed in D0009-GIT99 - Policy on Preparation and Management of Agreements, to ensure compliance with the Anti-Bribery and Anti-Corruption Laws. Any change to the wording of such clause has to be approved by the Integrity Department.
- f) Aegea does not allow any Corrupt practice to be carried out by Business Partners that operate on its behalf, even if informally.

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5.6 PROCUREMENT PROCESS

- a) Every procurement process is conducted based on merits and not upon undue use of influence over any person, whether a Government Agent or not.
- b) During the bid process, Management Members and Employees cannot receive or offer any type of gifts, advantage, benefit, entertainment and/or privileged information, from and/or to any individual or legal entity, whether a Government Agent or not.

5.7 DONATIONS

- a) The Company's policy forbids donations to be made to any individuals or legal entities, be they a Government Agent or not, with the purpose of exerting direct or indirect influence or being considered influent in a business decision.
- b) Donations to charitable causes must only be made to registered institutions in accordance with the applicable laws, for legitimate philanthropic reasons to serve humanitarian interests and in support of cultural and educational institutions.
- c) Aegea prohibits donations to political parties, political campaigns and/or candidates to government positions, in compliance with the laws in force.
- d) DO012-GIT99 - Policy on Donations, Contributions and Sponsorships establishes specific procedures and guidelines on the topic, and all Management Members, Employees and Business Partners must comply with such rule.


5.8 SPONSORSHIP

- a) Aegea's policy forbids sponsorships to any individuals or legal entities, be they a Government Agent or not, with the purpose of exerting direct or indirect influence or being considered influent in a business decision.
- b) All sponsorships must be based on agreements executed between Aegea and the recipient Business Partners.

5.9 DUE DILIGENCE

▪ BEFORE HIRING

- a) Prior to the hiring of any Business Partner, especially, but not limited to, service brokers, consultants in general, lawyers, construction companies and contractors, surveillance and security, accountants, architects and license or permit technicians, marketing, travel and PR agencies, a Due Diligence process is carried out to assess their records, reputation, qualifications,

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ultimate authority, financial situation, credibility and history of compliance with the Anti-Bribery and Anti-Corruption Laws.

▪ **AFTER HIRING**


- b) After the hiring of Business Partners, whoever hired them must monitor their activities and look out for any warning signs of violation of the Anti-Bribery and Anti-Corruption Laws.
- c) If there is an information or a legitimate reason to believe that a payment not allowed by the Anti-Bribery and Anti-Corruption Laws or by this policy has been, is being, or may be made or promised to a Business Partner or a Government Agent on behalf of Aegea, either directly or indirectly, this fact must be promptly reported to the communication channels described under item 5.1 above.

▪ **MERGER AND ACQUISITION OPERATIONS**

- d) Whenever Aegea seeks new businesses through merger, acquisition or consolidation of any company or asset, a careful Due Diligence process is carried out and proper anti-corruption clauses are included in the purchase and sale agreement, in addition to considering other available options so as to prevent the risk of succession of any asset prior to the closing of the operation.
- e) A Due Diligence is performed in order to check compliance with the provisions of the Anti-Bribery and Anti-Corruption Laws prior to the conclusion of the business. If any violation or suspicion of violation of the Anti-Bribery and Anti-Corruption Laws is identified, the Company's Integrity Department shall be formally communicated.
- f) In any case, after transaction completion, there has to be an analysis of compliance with the Anti-Bribery and Anti-Corruption Laws and with the anti-bribery and anti-corruption policy of the Company object of the transaction, and proper compliance measures must be implemented, as needed.

5.10 MAINTENANCE OF RECORDS AND ACCURATE ACCOUNTING

- a) It is mandatory for Aegea and its Management Members and Employees to keep books, records and accounts that reflect in a detailed, accurate and correct manner all Company's transactions. To fight Corruption, all transactions must be transparent, fully documented and classified in accounts that reflect, precisely and fully, its nature. **Trying to disguise a payment may lead to an even worse violation than the payment itself.**
- b) Aegea ensures that all of its transactions/operations are fully documented, correctly approved and have the due accounting classification. Under no circumstance, false, inaccurate or deceitful documents should be included in Aegea's books and records.

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c) Aegea keeps internal controls that provide security so that:

- All operations carried out are approved by authorized persons.
- All operations are recorded as necessary to allow the preparation of the financial statements in accordance with the generally-accepted accounting principles or any other criterion applicable to these statements, as well as to maintain the correct control of the assets.
- Access to the assets is only allowed following the general or specific approval of the respective department in charge.
- Recorded assets are checked against the existing assets within reasonable periods of time, for adequate measures to be taken regarding any differences verified.

d) If it is known or suspected that anyone is directly or indirectly manipulating Aegea's books and records or trying, in any way, to hide or disguise the company's payments or records, this fact must be promptly reported through the communication channels mentioned under item 5.1 above.

5.11 AUDIT


Aegea conducts audits annually to assess compliance with the Laws and its anti-bribery and anti-corruption policy and procedures.

5.12 AWARENESS AND TRAINING

- a) Aegea maintains a continuous and updated process for awareness and training of its anti-bribery and anti-corruption policies and procedures, highlighting everyone's obligation and commitment to ethics, integrity, transparency, honesty and exemplarity.
- b) Every year, the Integrity Department promotes training on Anti-Bribery and Anti-Corruption Laws and policies, conflicts of interest and the Code of Conduct in all of its business units. The training sessions are given by teleconference, videoconference, via the web or any other remote means.

5.13 WARNING SIGNS

- a) To guarantee compliance with the Anti-Bribery and Anti-Corruption Laws, Management Members, Employees and Business Partners must be aware of warning signs that indicate the occurrence of unfair advantages or improper payments. The warning signs are not necessarily proof of Bribery or Corruption, nor do they automatically disqualify Business Partners or Government Agents with which/whom Aegea has a relationship with. However, they raise suspicions that need to be verified until Aegea is certain that these signs do not represent an actual violation of the Anti-Bribery and Anti-Corruption Laws and this policy.
- b) Management Members, Employees and Business Partners must pay special attention to the following warning signs, among others, regarding any


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operation in which a payment or benefit may be received by anyone, whether a Government Agent or not:

- The counterparty’s market reputation indicates involvement, even it indirectly, in matters related to Bribery, Corruption, unethical or potentially illegal acts;
 - The counterparty asked for an excessive commission or payment, which must be paid in cash or through an irregular or unusual manner;
 - The counterparty is controlled by a Government Agent, its staff includes a Government Agent, or it has a close relationship with the Government;
 - The counterparty is recommended by a Government Agent;
 - The counterparty provides or issues suspicious invoices or other documents;
 - The counterparty refuses to include an anti-corruption clause in the agreement;
 - The counterparty proposes a financial operation not in line with the commercial practices usually adopted for the type of operation/business to be carried out;
 - Perception that the donation to a charitable institution or that the sponsorship to a certain event, at the request of a Government Agent, is made in exchange for a governmental action; and
 - The counterparty does not have an office or employees, or the company seems to be a “front company”.
- c) The above list is not exhaustive and the signs can vary due to the nature of the operation, request for payment and/or expense, and the geographic location.
- d) When noticing any warning sign, you must immediately report the fact to the communication channels mentioned under item 5.1 above.

5.14 VIOLATIONS AND APPLICABLE SANCTIONS

- a) All Management Members, Employees and Business Partners have the responsibility to report any violation or suspicion of violation of the Anti-Bribery and Anti-Corruption Laws and of Aegea's policies and procedures.
- b) Communications of violation and suspicion of violation, in anonymity or not, can be made through the communication channels mentioned under item 5.1 above.
- c) Aegea records, analyzes and investigates any reports related to bribery or corruption, and it adopts preventive controls to avoid their occurrence and corrective controls to prevent their repetition;
- d) Regardless of whether the communications are identified or anonymous, Aegea takes measures to the extent allowed by the applicable law to protect the confidentiality and anonymity of any complaint made.

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- e) Aegea does not allow or tolerate any type of retaliation against any person who presents a good-faith complaint of noncompliance with this policy or the Anti-Bribery and Anti-Corruption Laws.
- f) Violations of the Anti-Bribery and Anti-Corruption Laws can subject Aegea and the involved Management Members, Employees, Government Agent and/or Business Partners to civil and criminal penalties.
- g) Every person is informed of the consequences, defined in their disciplinary process, in the event they violate the laws and regulations, in breach of Aegea's Compliance Program and the requirements set forth in its anti-bribery and anti-corruption policies and procedures;
- h) Any fines imposed on individuals due to violations of the Anti-Bribery and Anti-Corruption Laws will not be paid by Aegea.
- i) With the purpose of conducting its business with honesty and integrity, Aegea endeavors to be in compliance with the Anti-Bribery and Anti-Corruption Laws, in accordance with ISO37001 and its own requirements, through practices for protection of its interests, such as Due Diligence and internal/external Audit processes, training programs, inclusion of Anti-Bribery and Anti-Corruption Laws provisions in agreements with Business Partners, as well as internal control and careful monitoring of its own activities.
- j) Donations made in accordance with the applicable laws and standards of the local jurisdiction, including the Anti-Bribery and Anti-Corruption Laws, are not considered as violations of the Anti-Bribery and Anti-Corruption Laws and this policy.

5.15 PHYSICAL DISCLOSURE OF THE POLICY

AEGEA has a summarized version of its Anti-Bribery and Anti-Corruption Policy, Attachment 01, which can be used for the physical disclosure of the policy at Aegea's facilities.

6 ATTACHMENTS

- AN01-DO002-GIT99 - Anti-Bribery and Anti-Corruption Policy - summarized version.

7 RECORDS

IDENTIFICATION	STORAGE		PROTECTION	RECOVERY	RETENTION	DISPOSAL
	PLACE	FORM				
NA	NA	NA	NA	NA	NA	NA