

**POLICY FOR PREVENTING  
AND COMBATING CORRUPTION  
AND OTHER HARMFUL ACTS**  
PROSPECTA GLOBAL SOLUTIONS

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# 1. INTRODUCTION

This Policy, applicable to Prospecta Global Solutions and all its subsidiaries, summarizes the Company guidelines forming a set of internal mechanisms for integrity, auditing, preventing and combating corruption. Corruption is understood as an unlawful act or effect with the aim of gaining advantage for oneself or for others. In addition to the norms expressed here, they also make Part of this Policy is compliance with national and foreign legislation on integrity, prevention and fighting corruption.

## 2. PURPOSE

This policy aims to reinforce Prospecta Global Solutions' commitment to good practices existing ones, through the expected behaviors already defined in Prospecta Global Solutions' Code of Ethics, to prevent and combat corruption and other harmful acts, detect and remedy deviations, fraud, irregularities and illegal acts against the public administration, national or foreign, as well as encourage the denunciation of non-compliance.

## 3. COVERAGE

This policy covers all administrators, members of Fiscal Consoling, managers, employees, suppliers, customers, commercial representatives and other authorized third parties that act in name of Prospecta Global Solutions.

## 4. RELATED INSTRUMENTS

This policy must be read and applied to each set with

- a) Prospecta Global Solutions' Code of Ethics and its reporting channels;
- b) Code of Ethics for suppliers;
- c) Integrity programs;
- d) Procedures for Controlling Sales to Countries with Trade Embargoes.

## 5. HARMFUL ACTS TO PUBLIC ADMINISTRATION

The practice of any act harmful to public administration is prohibited. Briefly and for example, the legislation classifies as harmful the following acts:

- a) Promising, offering, giving or receiving, directly or indirectly, an undue advantage to public or private agent, or third person related to him;
- b) Financing, funding, sponsoring or in any way subsidizing the practice of unlawful acts provided by law;
- c) Frustrating, defrauding, preventing or trying to prevent the competitive nature of the bidding process, or removing bidder, illegally in the bidding process;
- d) Manipulate or defraud the economic-financial balance of contracts entered into with the public administration;
- e) Harm or hinder any inspection or investigation of bodies, entities or agents audiences at any level of activity.

## **6. KNOWLEDGE TERMS FOR ADMINISTRATORS, MANAGERS AND EMPLOYEES**

Administrators, board members, managers and other employees who have a relationship with the public administration, nationally or abroad, must sign or acknowledge this, Policy.

## **7. COMMERCIAL RELATIONSHIP AGREEMENTS**

The Prospecta Global Solutions will include in its contracts for the supply of property and services with its customers, suppliers, financial institutions, commercial representatives, assistants technicians, or other applicable persons, express clause stating that commercial negotiations must take place within the usual market conditions and practices and the principles of good faith, not there being any kind of personal advantage, bribery, concussion, donation, among others. He is subject to the inclusion of the clause in the documents whose contract modality does not include such providence, but which does not release Prospecta Global Solutions and the contracted party from compliance with this Policy.

## **8. CONSORTIA**

In addition to the contractual clause mentioned in item 7 of this Policy, it must be included in the respective consortium instruments for the provision of property or services with customers and suppliers addendum informing that, if proven the practice of any unlawful act by any of the consortium members, their administrators, employees or agents, it will respond, civil and criminally, before the other consortium members and any harmed third parties, for the reparation in direct and indirect losses and damages, loss of profits, damage to image, among others.

## **9. BIDDING PROCESSES WITH THE PUBLIC ADMINISTRATION OR INTERACTION WITH IT**

The Bidding Processes and other contracts with public administration, national or foreign, or of interaction with it, must occur in a transparent manner and comply with the legislation relevant.

## **10. HIRING OF THIRD PARTIES**

In the hiring of third parties, being property or service suppliers, must be adopted adequate diligences to complexity of each case to identify the practice of any act or omission that may cause damage to public administration, national or foreign, as well as identify the existence of inquiries or juridical processes related to such practices or omissions.

## **11. MERGERS, ACQUISITIONS, JOINT VENTURES, CORPORATE RESTRUCTURING AND SHAREHOLDERS' AGREEMENT**

In mergers processes, company acquisitions, joint ventures, corporate restructuring or shareholders' agreement, must be adopted diligence adequate for the complexity of each case to identify the practice of any act or omission that may damage the public administration, national or foreign, as well as identify the existence of surveys or juridical processes related to such practices or omissions.

## 12. CORPORATIVE GIFTS

a) It is permissible to give or receive corporate gifts to promote the brand represented by the person is offering, without the connotation of exercising influence on the judgment or decisions of those who received and provided they can be publicly disclosed without causing embarrassment and discomfort to the Prospecta Global Solutions or whoever received it.

b) Any present or gift cannot affect the impartiality of the relations between the parties, and must be linked to institutional marketing actions, in accordance with the Prospecta Global Solutions' Code of Ethics, the Code of Ethics for Suppliers and other practices of Corporate Governance and applicable legislation.

c) Any present or gift that, due to its frequency, characteristics or circumstances, may be interpreted by an objective observer as being done with the intention of affecting the criterion impartiality of the receiver, it must be refused and brought to the attention of the Department of internal Audit of Prospecta Global Solutions in Brazil.

## 13. SPONSORSHIP, CONTRIBUTIONS AND DONATIONS

a) Sponsorship, contribution and donations are allowed.

b) Sponsorships, contributions and donations must be carried out in accordance with the Prospecta Global Solutions' Code of Ethics, Code of Ethics for Suppliers, Social Investment Policy, Corporate Governance practices and applicable legislations in the country where such events take place.

c) The sponsorships, contributions and donations made on behalf of Prospecta Global Solutions must be formally approved by the Social Investment Group, and/or Marketing Committee and/or Board.

d) The sponsorships, contributions and donations must not influence decision-making processes, leave room for such an interpretation or be practiced in exchange for or by way of anticipation of any favor.

e) Must no accept or receive sponsorships, contributions and donations on your behalf or on behalf of Prospecta Global Solutions, without the prior knowledge and approval of the Directors of the Business Unities or General Management of Prospecta Global Solutions in Brazil.

## 14. RECEIPT AND GRANT OF BENEFITS

a) It is permissible to give or receive other benefits (travels, lodging, meals, entertainment, among others) provided that in accordance with the Prospecta Global Solutions' Code of Ethics, Code of Ethics for Suppliers, Corporate Governance practices and applicable legislation, that can be public disclosed without causing embarrassment and discomfort to Prospecta Global Solutions or for those who received the benefit.

b) Any benefit that, due to its frequency, due to its characteristics (gratuities, favors, discounts on transactions of a personal nature, business or leisure trips), or due to circumstances could be interpreted by an objective observer as being done with the intention of affecting the impartial discretion of the recipient, it shall be refused and brought to the attention of the Department of Internal Audit of Prospecta Global Solutions in Brazil.

## **15. DONATION TO POLITICAL CANDIDATES OR POLITICAL PARTY**

a) It is permissible to give or receive corporate gifts to promote the brand represented by the person is offering, without the connotation of exercising influence on the judgment or decisions of those who received and provided they can be publicly disclosed without causing embarrassment and discomfort to the Prospecta Global Solutions or whoever received it.

b) Any present or gift cannot affect the impartiality of the relations between the parties, and must be linked to institutional marketing actions, in accordance with the Prospecta Global Solutions' Code of Ethics, the Code of Ethics for Suppliers and other practices of Corporate Governance and applicable legislation.

c) Any present or gift that, due to its frequency, characteristics or circumstances, may be interpreted by an objective observer as being done with the intention of affecting the criterion impartiality of the receiver, it must be refused and brought to the attention of the Department of internal Audit of Prospecta Global Solutions in Brazil. *nocimiento del Departamento de Auditoría Interna de Prospecta Global Solutions en Brasil.*

## **16. IMPEDIMENTS**

The participation of administrators, managers and employees in negotiations with representatives of public administration, national or foreign, with whom they maintain kinship up to the 3rd degree and the like is not allowed.

## **17. CONFLICT OF INTERESTS**

The administrator, manager and employee must refrain from participating in negotiations involving conflict of interest capable of influencing the impartiality of the decision to be taken.

## **18. INSPECTION**

Attendance to inspections must be conducted with transparency, impersonality, legitimacy and be done in accordance with Corporate Governance practices and applicable legislation.

## **19. ACCOUNTING AND FINANCIAL RECORDS**

All accounting, financial or asset movements must be recorded in a timely, precise and transparent manner in Prospecta Global Solutions' management systems (ERPs) and Accounting and tax books.

## **20. DISCLOSURE AND TRAINING**

The Prospecta Global Solutions will disclosure and maintain this Policy available to all and will periodically train the people covered.

## **21. INTERN AUDIT**

Verification of the application and observance of this policy will be carried out by the Intern Audit Department at Prospecta Global Solutions in Brazil, which has independence to realize their jobs.

## 22. NON-CONFORMITIES AND SANCTIONS TREATMENT

The Internal Audit Department will forward the appropriate actions for the immediate cessation of any act or omission contrary to the provisions in this policy, as soon as identified and confirmed.

## 23. REPORTS

Anyone who observes or becomes aware of violations of this Policy may report such situations using the reporting channels made available by Prospecta Global Solutions and there cannot be any kind of retaliation against the informer. All information provided and received will be kept confidential, except in situations where Prospecta Global Solutions has the legal obligation to report to government bodies and authorities.

## 24. DOUBTS AND OMISSIONS

The doubts regarding this policy may be resolved through the channels made available by Prospecta Global Solutions. The occurrence of any situation not foreseen in this policy will be handled by a collegiate body to be defined by the Chief Executive Officer of Prospecta Global Solutions.

## 25. PERIODIC REVISION

This document will be revised every two years or any time there are reasons that justify its revision in a shorter period, by the Code of Ethics Management Committee of the Prospecta Global Solutions in Brazil, with approval by the General Management of Prospecta Global, ad referendum of the Board of Directors of Prospecta Global Solutions.



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