



ANTI-CORRUPTION POLICY

COMEXPORT



PRESENTATION

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One of the pillars of Comexport Integrity Program is the combat to Corruption. We understand that the comprehension and constant reply of a corporate culture capable of avoiding the practice the practice of such acts is fundamental to the success of the company and essential to the efforts we constantly make on behalf of corporate integrity.

Corruption, notoriously, entails significant damages to society, depriving it of resources and actions of collective interest for the sake of private interests. More specifically on the economic sector, corruption is an instrument in the interest of unfair concurrence, of loss of efficiency and of the benefits which business activity brings to any country.

For this reason, the Anti-corruption Policy, inherent part of the Comexport Integrity Code, unites, based on the general premises of our Integrity Code, the norms and procedures specifically aimed at the combat to corruption. It is, thus, an important ally of the company and its Employees on the constant duty of avoiding the practice of corruption acts, so harmful to the country and to the company itself.

The Anti-corruption Policy shall be obligatorily understood by our Employees and is taken as a guideline to the active action on prevention of corruption acts, and in the way that each Employee shall act on situations which may derive harmful acts. It is indispensable that the Employees read and understand what the Anti-corruption Policy has to tell us.

It is always good to remember that the corrupt practice does not outcome only as damages and harms to the company – and these, solely, may ravage the continuity of its business activity –, but, also, on the application of sanctions to the individual who practiced corruption acts. This individual may even respond legally for such acts, remaining equally responsible for the payment of fines and indemnification, besides the reimbursement of values obtained through the illicit act.

Remember: the adoption of licit and honored conduct is a duty of everyone, companies and individuals. We, at Comexport, exhort all our Employees to join us in the efforts to combat corruption. Within these efforts, the Operational Integrity Policy presented herein is a fundamental ally.

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WHAT IS CORRUPTION?

Corruption is, generally speaking, **“the abuse of the power invested on its own behalf”** (International Transparency)

There is no precise definition of corruption, enough to reach all the acts that may figure as corrupts. It is important to say, also, that what may be considered as corruption varies from each country, depending on the legislation of each of them.

In Brazil, the conceit of corruption is much vast and may even be presented with a distinctive nomination. Acts of administrative impropriety, for example, may be considered as corruption. Even the Anti-Corruption Law (Law 12.846/2013), when defining the acts that it aims to inhibit, define them as **“acts harmful to the public administration”**.

In business, corruption usually manifests on the offer of an unfair advantage to a public official, in order to obtain benefits to the company.

Benefits that may be obtained by mean of corruption:

- New business of the maintenance of ongoing business;
- Unfair influence on commercial decisions;
- Unfair advantage in relation to its competitors;
- Increase of gains of reduction of losses out of the context of the norms that rule the business with Public Administration;
- Rapid and favorable completion of administrative procedures (license, authorizations, application of fines and sanctions etc.).

Payment of facilitation:

Also illicit are the payments or unfair activities offered for the Public Official to perform its duties (to the issuance of license, e.g., even if the company meets the requirements for the acquisition of the licensing).



ANTI-CORRUPTION LEGISLATION

The Brazilian legislation is full of laws of combat to corruption. Many times, a same act or conduct is provided in more than one law.

These are the main laws of combat to corruption:

- **Penal Code (Decree-Law n. 2.848/1940)**
Enrolls the crimes against Public Administration and practiced by public officials..
- **Law of Public Civil Action (Law n. 7.347/1985)**
Provides a specific legal action to undertake whoever has caused damages to the Public property.
- **Law of Administrative Impropriety (Law n. 8.429/1992)**
Undertakes public officials in virtue of the position or function that they hold and the companies that has participation in the illicit act.
- **Law of Biddings and Administrative Contracts (Law n. 8.666/1993)**
Define crimes practiced specifically in the biddings and contracts concluded by the Public Administration.
- **Anti-corruption or Clean Company Law (Law n. 12.846/2013)**
Define the acts harmful to the Public Administration

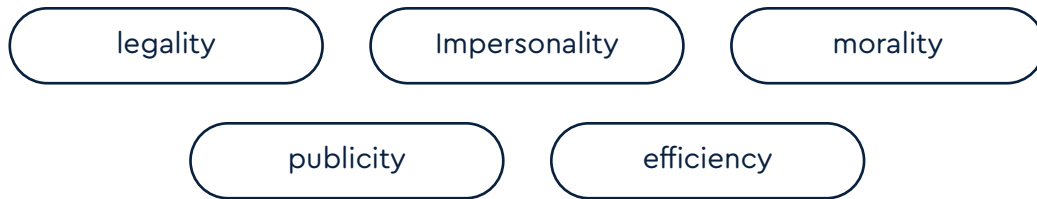
In Brazil, is deemed an act of impropriety to attempt against the principles of the Public Administration, precepts provided by the Constitution, that shall be complied along all the Administration, by the public officials.

Example:

If a company obtains, secretly, privileged information given by a public official, it may be considered as offender to the principles of impersonality and publicity.

And which are the principles of Public Administration?

According to the art. 37 of the Federal Constitution, are these:



PUBLIC OFFICIALS

Up to this point, it is easy to realize that the acts of corruption always involve the participation of a public official, who, in return of received unfair advantage, acts in the benefit of a company or individual.

Thus, it is fundamental to know who is considered public official, for purpose of application of the anti-corruption legislation.

Public officials are:

- employees that hold public position, employment or function, even if transitorily or without fees;
- elected and appointed authorities, whether national, municipal or local, including positions in the legislative, judiciary and executive powers;
- employees of state companies;
- governmental employees of the agencies, commissions or environmental, licensing, incomes and customs departments;
- members of police force, including militaries, local police and agencies of enforcement;
- employees of public international beneficent institutions;
- servants of universities, school systems or hospitals managed by body of public administration.

Keep always in mind that the prohibitions related to the offers of unfair advantage to the public officials are also extended to the natural (family members, friends) and legal persons (companies, foundations, philanthropic or beneficent institutions etc.) related to them.

The best way to protect against requests for unfair advantages, implicit or explicit, by Public officials, is to formalize all the contact (personal, phone, e-mail etc.) made. This formalization not only constrains the Public Official, but, also, avails the register to subsequent control.

It is important to beware that the offer **of a mere promised unfair advantage is still enough to figure corruption.**

Therefore, **never do promises**, although you know that you will not materialize the unfair advantage.

If the public official signs to that, it must be clear **that Comexport and its collaborators do not perform any kind of advantages to public officials.**

If the Public Official **imposes difficulties** to perform Comexport's acts of interest (acquisition of license, release of goods etc.) or threats to apply any kind of sanction to the company, **do not mention any effort to solve it which is not by legal means.** Report only that Comexport will try to obtain the favorable act or to defend form **application of sanction in an administrative process set up for one of these purposes.**



UNFAIR ADVANTAGE

Fundamental conceit to the comprehension of situations that may represent corruption, the unfair advantage offered to the public official reach several acts.

Consider always the amplitude of the conceit, bearing in mind that **payments or transferences of legitimate values to the Public administration** (taxes, rates, contributions, emoluments, fines etc.) **are always made in a formal way**, by **mean of collecting benefits** or **payment slip**, holding as its **beneficiary** always a legal person

public right (Union, States, Municipalities, Federal District, its offices, autarchies, regulatory agencies, state companies and mixed-capital societies).

Be aware of any request to the payment, transference of goods in private accounts of the public official or any other individuals or, still, of legal persons that do not are part of the Public Administration.

In these cases, **always refer to the Public Official**, clarifying to it that you are insecure about the legality of this request and that Comexport will only effect the payment or transference if assured about this legality. **Remember: never promise the payment or effect the down payment before be certain that it is not an unfair advantage**

The following are examples of unfair advantages:

- The payment of a "rapidity rate" or "emergency rate" to the issuance of licenses, authorizations or any other official documents, when this kind of payment is not provided by law (to the issuance of passport, for example; it is charged in fact an extra rate to obtain of the document in a shorter period);
- The donation, in cash or goods, to a philanthropic or beneficent institution appointed by the public office;
- The offer of employment to the person appointed by the public official;
- The hiring of service provision, goods supply to any other title, of an individual or company appointed by the public official;
- The offer of tickets, hosting, transfers in travels;

Attention:

Avoid the offer of any advantage to the Public Official, even that there is no direct and immediate binding to a benefit to Comexport.

In the current conjuncture, companies and its representatives have been accused – and convicted – only because they have performed payments to public officials, even without the effective proof of the benefit gained as a direct consequence of the payment there of.

SOUVENIRS AND GIFTS

Be especially aware on the offering of souvenirs and gifts to public officials. Even it is not illegal, the delivery of souvenirs and gifts to public officials is submitted to specific restrictions and controls, which are not so present in the practice of fidelity and bonus to customers and suppliers.

In order of better understanding how to deal with souvenirs and gifts to public officials, consider the general premises and norms bellow:

- Items of value up to R\$ 100,00 (a hundred Reais) are considered souvenirs; gifts have superior value
- Gifts may only be offered due to kinship or friendship bonds and, even this, with the respective costs completely paid by the Employee, with any contribution or participation by Comexport
- Souvenirs shall be offered in a generic way, i.e., without exclusive destination a sole public official or small group of public officials.
- It is recommended that the souvenirs shall be offered only once in a year, save in the event of institutional or relevant celebration date (company's anniversary, religious feasts, New Year's Eve etc.)

In case of lack of specific law, these norms are based, mostly, on the Decree 4.081/2002 and in Resolution n. 3/2000, of the Public Ethics Commission, besides the general guidance by CGU, especially the Brazilian Companies Abroad Booklet", drawn up along with the Ministry of Development, Industry and Foreign Trade and with APEX Brazil (available in: http://www.cgu.gov.br/Publicacoes/etica-e-integridade/arquivos/cartilha_anticorrupcao.pdf).

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HOSPITALITY

The offering of hospitality embraces the payment performed by the company to the expenses related to travels, hosting, meals and transport, mostly aimed at the presentation of the company or its products to potential partners or customers or, still, to the participation of the partner or customer in corporative events.

Eventually, the hospitality may have, as a beneficiary, a public official. In a large sense, the offer of hospitality to public officials is not forbidden, save to the holders of positions in the Presidency and Vice presidency of the Republic (by force of art.10, 11, of the Decree 4.081/2002).

Still, it is prudent to avoid the offer of hospitality to public officials, save when the offer notably destines, exclusively, to a legitimate interest of the business activity (presentation of the facilities used for surveyors, for example) or a corporate event supported by Comexport (within the norms of Policy Sponsorship and Social Responsibility) of the Society.



POLITICAL DONATIONS

Comexport do not perform any donation to public officials or political parties, whether directed or not, to campaigns to election of positions in Executive and Legislative Powers.

In case an Employee opts to perform donations or contributions on its own resources, it shall do it without any use of Comexport resources.



DONATIONS AND SPONSORSHIPS

The performance of donations or sponsorships may be done mischievously, as a way to hinder the offer of unfair advantages to public officials. It is enough that a public official request to the company donations for beneficent entities appointed by it or sponsorship for some event or institution of its interest.

One must clarify that Comexport is not forbidden to perform donations and sponsorships, even to the Public Administration or in events driven by Comexport itself. The Company has had, for a long time, a policy of social liability and sponsorships.

The detailing of the norms and procedures to the choice of beneficiaries of donations and sponsorships performed by Comexport is done by the Policy of Social Liability and Sponsorship, inherent part of the company's Integrity Program.



BIDDINGS AND CONTRACTS WITH THE PUBLIC ADMINISTRATION

Whenever the Public Administrations needs a good or service offered by a private person, it is necessary to perform bidding and the contract concluded with the private person is submitted to a specific regime, strongly regulated.

The first step is to know the main laws which rule the biddings and contracts concluded by the Public Administration:

- **Law 8.666/93**

It is the general law, which provided in a large sense about the norms and procedure of the bidding

- **Law 12.846/13**

It is the Anti-corruption Law, which sets forth acts harmful to the Public Administration, that may be practiced in biddings and contracts.

- **Law 10.520/02**

It is the Outcry Law, simplified modality of bidding

- **Law 12.462/11**

It is the Law of Differential Regime of Contracting's (RDC), with specific norms to certain objects.

² there are hypotheses expressly provided by laws in which it is possible to renounce to the bidding.

In a bidding, the illicit conducts practiced by the private person usually are meant to try to fraud the competition, i.e., to obtain, by any illicit mean, unfair advantage in relation to the competitors, or to prejudice the effective concurrence, by mean of illicit agreements with other competitors or with the public official.

The following are examples of illicit conducts in biddings:

- Match prices with other bidders.
- Influence the definition of the public notice to avoid participation of other competitors or to afford unfair benefit to itself.

- Threaten the other bidders.
- Illicit Agreements of market division or non-competition, i.e., when companies decide which one will take part on each bidding in the same sector, accepting not to take part on a certain bidding in benefit of other private person.
- On the contracts, in turn, the illicit conducts practiced by the private person are more related to the achievement of unfair benefits arising from the performance of the contract.

The formation of **consortium** s is a sensible point in the participation of companies on biddings and in performance of public contracts, for the legislation determines the **jointly liability** between the consortium members, i.e., if a company acts in a mistaken way, **all of the other consortium members respond for the damages and prejudices** caused by this unfair acting.

Due to this, it is important to take care when forming joint ventures, reason for what the following procedures are set for the constitution of consortiums with participation of Comexport:

- The other consortium members shall sign the Term of Acknowledgment, Adhesion and Liability referred to the Comexport Integrity Program or, alternatively, to proof that they have and apply their own Integrity Programs
- Comexport will not take part on a consortium which has among its members a company that is registered in the National Registry of Punished Companies, abiding the Integrity Committee to perform previous research to outline this condition of all the potential consortium members
- The term of commitment of constitution of the consortium and the term of constitution shall include the following additional conditions:
 - Statements by the consortium members regarding its commitment to the compliment of the provisions of the current legislation, concerning to the interests conflicts and expressly rejecting the practice of Fraud and corruption;
 - Mutual obligation of communication in case of enterprise fraudulent or corruption acts by another consortium member;
 - Provision of specific liability of the consortium member which practice fraudulent or corruption acts, including with the exclusion of the consortium and the obligation of reimbursement by eventual losses and damages caused to the other consortium members by virtue of its misconduct.

In the performance of the administrative contracts, it is fundamental to **respect the contractual conditions** and, in case of necessary amendment, the **request and previous procedure provided by law to the conclusion of addenda**.

The amendments driven in the contract shall be formalized and based on technical and legal arguments.

It is important to bear in mind that the **manipulation of the economic-financial equilibrium is considered an act harmful** to the Public Administration. For this reason, the requests for contract amendment to compensate eventual loss of Comexport shall be relied on studies and on the veracity of the facts

All the documents related to the participation of Comexport on biddings and to the contracts concluded between the company and the Public Administration shall be recorded by the Integrity Committee Which undertakes the guard of this documents, in a digital media (save when the physical copy were legally demanded), for an uncertain time.

Addendum:

Prior to the conclusion of addenda, the Integrity Committee will be consulted to assess the legality and suitability of the amendment.



AUTHORIZATIONS, LICENSES, PERMITS AND CERTIFICATES

The exercise of several company activities depends on the performance of acts by the Public Administration These acts, all of them formalized, is materialized on the issuance of official documents, that (i) recognizes or assigns a condition or right of the private person, or (ii) which allows the performance of a certain activity or providence.

Documents like this are: authorizations, licenses, permits or certificates, and its issuance will always depend on the compliment of certain conditions and requirements by the private person who requires.

On the other hand, the issuance of such documents always depends on the action of a Public Official, whom is intended to assess the compliment to the requirements demanded. And it is at this point that appears the major risk related to the interaction of Comexport with the Public Administration.

As all of our Employees know, Comexport is dedicated to the activities of distribution, import and export of inputs, goods and commodities. These activities are strongly regulated and, afar the subjection to specific norms according to the nature of the input, good or commodity, it will always exist the necessity of generic licenses to the import and export.

For this reason, Comexport is subjected to the illicit acting of public officials that may request unfair advantages to the issuance of the documents necessary to the company's operations; they also may threaten the application of sanctions and additional obligations as instrument of pression to obtain these advantages.

It is fundamental that each Employee or Related Third Party, acting on behalf of Comexport, involved in the procedures of obtaining official documents, bear in mind the following premises:

- It is **expressly forbidden** the payment in cash, transfer of goods and commodities, offer of benefits or any other form of unfair advantages to the public officials charged for the issuance of official documents;
- It is **forbidden even the mere promise or sign** to offer of an unfair advantage;
- **No matter that Comexport has met all the requirements and does justice to the issuance of the document**, for, even in the cases that the unfair advantage is required to the compliment of the duty (in this case, the issuance of documents upon proof of compliment of the requirements therefore, by the private person), the offer of this advantage is deemed corruption;
- **Reject, promptly and expressly**, without minced words, **any explicit request of an unfair advantage performed** by the public official, reporting it expressly that the payment of bribe and unfair advantage is strictly forbidden by the Comexport Integrity Program;
- In the hypothesis above, also **report immediately the Integrity Committee** about the fact occurred;
- If the public official menaces not to issue the document, create barriers for it,

or menaces to apply a fine or other sanction to Comexport, ask it to formalize the denial or the application of sanction in administrative procedure; also ask it to explicit, in a formal procedure, the reasons or doubts perchance occurred before the issuance of documents, communicating Comexport officially in order to, upon formal manifest, clarify these doubts, present additional documents or remedy any other pending perchance;

- **Record all the contacts and appointments with public officials** in the statement available to this record, attached to the Integrity Code and available to all the Employees
- Whenever possible, the contact face-to-face with public official in the context of proceedings of issuance of official documents shall be done by, at least, two Employees;
- When this contact happens with Related Third Party acting on behalf of Comexport, this one shall always be accompanied by a Employee.

Due to the multiplicity of inputs, goods and commodities operated by Comexport, one must attempt to the requirement of additional or specific documents, according to the nature of these items.

In order to facilitate and unify the process of analysis of the documentation necessary to each operation, Comexport has a Customs Clearance sector, which concentrates both the target activities, i.e., the providences to obtain documentation and operationalization of the clearance, as the consultancy activities.

The consultancy activities of the Customs Clearance sector serve to the guidance of the sector itself and of the other Employees, especially those directly involved on the business and operational activities performed by Comexport.

Manuals and general guidance on the documents and proceedings required in each kind of customs operation will be drawn up by the Customs Clearance sector, being available to all the Employees.

In the case of a specific operation is not provided in any manual or guidance already available, the responsible for this operation shall consult the Customs Clearance sector about the documents and proceedings required.

The guidance done by the Customs Clearance sector will only be rejected in the hypothesis of distinct opinionative, issued by technical or legal consulter hired to assess the situation, approved by the Integrity Committee.

Therefore, always consult the Customs Clearance sector if you have doubts about the documents and proceedings necessary to perform a certain operation

RELATED THIRD PARTIES

The activities of the customs clearance are preferably done directly by Employees, in a way to keep the major possible binding and control to the practice and to the Comexport Integrity Program

However, it is known that is a current practice the usage of related third parties, notably brokers, natural persons, in the customs clearance. This practice is so assimilated that counts with a specific regulation in the context of the Brazilian Federal Revenue Office (RFB) and obligations of proper register.

In some cases, sometimes due to explicit request of its customers, Comexport needs to use the services of Related Third Parties, which act with brokers in the process of customs clearance.

In the hypothesis of usage of Related Third Parties, which will act on behalf of Comexport in the providences of customs clearance, will be taken the following additional protective measurements:

- Obligatory previous record check (background check), performed by the Integrity Committee
- Exclusive selection of customs agents licensed to use the SISCOMEX and that are registered in the current list of active customs agents, in the form of Normative Instruction RFB n. 1.273/2012
- Participation of specific trainings, as a condition of maintenance of the mandate granted by Comexport

- Obligations of signature of the Term of Acknowledgment, Adhesion and Liability to the Comexport Integrity Code
 - Inclusion of explicit clause of termination of mandate or contractual termination, according to the case, in the hypothesis of non-compliance to the obligations, including those assumed by the adhesion to the Comexport Integrity Code
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SURVEILLANCE PERFORMED BY ADMINISTRATION

Considering the power of surveillance held by the Public Administration, allowing it to certain prerogatives in the relationship with the private person, the Employees shall contribute to the activities developed along investigations or surveillances performed by public bodies, entities or agents, always respecting, however, the exercise of guarantees and legal protections aimed to inhibit practical excesses by public officials.

The Integrity Committee will be reported of all the processes of surveillance driven by the Public Administration and, in those processes related to the eventual practice of illicit act or forbidden conduct by the Anti-corruption Law, will be the responsible correspondent to the public officials charged to the surveillance.

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