

***CLEAN
COMPANY
POLICY***

CCR GROUP



Contents

● 1. MESSAGE FROM THE CEO	5
● 2. COMMITMENT OF THE CCR GROUP TO FIGHTING CORRUPTION	6
● 3. DEFINITIONS	7
● 4. ACTS OF CORRUPTION	7
4.1 Improper advantage	8
4.2 Facilitation payments	8
4.3 Influence pedaling/backscratching	8
4.4 Money laundering	8
● 5. THIRD PARTIES ACTING ON BEHALF OF THE CCR GROUP	9
5.1 Hiring	9
5.2 Operating limits	10
5.3 Payments to third parties	10
● 6. CONDUCT DRIVERS: GIVEAWAYS, GIFTS, TRAVEL, ACCOMMODATION, BUSINESS MEALS AND ENTERTAINMENT INVITATIONS	10
6.1 Giveaways and giveaways	11
6.2 Travel and accommodation	12
6.3 Business meals	12
6.4 Entertainment invitations	13
● 7. SPONSORSHIPS AND PHILANTHROPIC DONATIONS	13
● 8. POLITICAL DONATIONS	14
● 9. PARTICIPATION IN PUBLIC TENDERS	14
● 10. HIRING OF PUBLIC EMPLOYEES, THEIR FAMILY MEMBERS OR RELATED PERSONS	15
● 11. JOINT VENTURES, CONSORTIUMS, MERGERS AND ACQUISITIONS. RECORDS OF TRANSACTIONS	15
● 12. REGISTROS DAS OPERAÇÕES	16
● 13. ATTENTION POINTS	16
● 14. WHISTLEBLOWING CHANNELS: CCR ETHICS LINE	17
14.1 Means of Communication	17
14.2 Use of the Means of Communication	17
14.3 Compliance Area Email Address	18
● 15. SANCTIONS IN CASE OF VIOLATION	18
● 16. CLEAN COMPANY POLICY MANAGEMENT	18
16.1 Board of Directors	19
16.2 Compliance Area	19
16.3 Integrity and Compliance Commission	19
● 17. EXHIBIT A - KEY ASPECTS OF LAW 12.846/2013	20
● 18. EXHIBIT B – LIMITS ON THE VALUES OF GIVEAWAYS PERMITTED BY THE LEGISLATION	21

1. MESSAGE FROM THE CEO

Engaged in building an increasingly better future, CCR has updated its Code of Ethical Conduct and is investing in periodic actions to disclose its rules and values in order to contribute to a fairer and better society for everyone. This document enshrines the objectives and assumptions drawn up when the company was founded in 1998, which are consolidated into the Integrity and Compliance Program of the CCR Group, with clear and transparent rules that dictate how we and our entire relationship network behave.

We are thousands of employees in the Americas, sharing the commitment to come up with solutions for investments and services in infrastructure, contributing to the socio-economic and environmental development of the regions where we operate. This also means living, disclosing and believing that we must assume a leading role in, and responsibility for, jointly building a better world for our and future generations.

Leonardo Vianna
CEO of the CCR Group

Beliefs

- In the importance of partnerships between the private sector (businessmen, investors, financiers, etc.) and the public sector to develop the country's infrastructure sector;
- In ground-breaking business activity built on bold proactiveness, the certainty of predictability, simplicity, reliability of information and a serious attitude to negotiations;
- In the legitimate search for economic and financial results;
- In providing quality public facilities designed to respond to the needs of society, as the foundation for perpetuating our business;
- In social responsibility, and the preservation of life and the environment;
- In the ability of mankind to create, achieve and transform, working as a team with a business mentality and driving the organization to overcome challenges and surpass limits; and
- In hands-on management and results-based compensation, founded on evaluating individual contributions to achieving the commitment of our personnel while adding value to the business.

Values

- Detachment - the path to growth of our people and the company;
- Integrity – the foundation of personal and professional relations;
- Boldness – proactiveness, creativity and persistence in the search for challenges and to surpass limits;
- Respect – for each other, for life and for nature; and
- Autonomy – freedom of action with responsibility.

2. COMMITMENT OF THE CCR GROUP TO FIGHTING CORRUPTION

The CCR Group is one of the leading infrastructure concession companies in Latin America and is strongly committed to embracing good corporate governance practices for the purpose of business safety. In this respect, it has adopted transparency as the hallmark of its business, based on adherence to ethical principles involving society and the areas in which we operate. In line with these principles, it is dedicated to fighting corruption at any hierarchical level within the CCR Group, the Group's subsidiaries and the businesses.

Conducting business in an upright manner has always been a value of the CCR Group, and has been strengthened by the advent of Law 12.846/13 (The Clean Company or Anticorruption Act). Thus, the purpose of this policy is to clarify the attitude that CCR Group employees and third parties are to adopt when acting on behalf of the Company or its Business Units (UNs) in matters involving relationships with public employees in any sphere (municipal, state and/or federal) or of any nationality.

The Clean Company Act establishes a range of prohibitions and penalties for companies that commit acts of corruption and fraud in tenders, which can range from

the imposition of monetary fines for companies that violate this legislation, to banning them from engaging with the public sector and, moreover, the closing down of the company's activities. Therefore, it is evident that this legislation directly affects all CCR Group employees and those of other companies whose business depends on the Company's business, such as suppliers and service providers.

The Clean Company Act also provides for the possibility of prison for individuals (in this case, the employees), engaging in acts of corruption.

Therefore, the penalties can be imposed both on companies and on individuals.

Thus, it is the responsibility of all employees and third parties acting on behalf of the CCR Group to strictly adhere to this Clean Company Policy. In case of doubt, reach out to your immediate superior or the Compliance Area of the CCR Group. The CCR Ethics line (via web or telephone) has also been created for confidential reporting of suspicious or improper conduct, or cases of violation of this Policy. All statements submitted will be analyzed and investigated, ensuring confidentiality and guaranteeing non-retaliation.

3. DEFINITIONS

- **Giving gratuities¹:** Promising, offering or giving, directly or indirectly, improper advantage to Brazilian or foreign public employees, or to third parties to convince them to commit, omit or delay official action.
- **Requesting gratuities²:** Requesting or receiving for oneself or others, directly or indirectly, even if not in office or before taking it up but on account of it, improper advantage, or accepting the promise of that advantage.
- **Public Employee³:** Regardless of taking a public examination, for legal purposes a public employee is someone who, even if provisionally or without compensation, holds a public position, job or function. The status of public employee also applies to those holding a position, job or function in a para-state entity and those working for service providers contracted or retained to undertake activities typical of government.
- **Giveaways:** Giveaways are items distributed for institutional purposes, with no market value, such as: calendars, diaries, pens, key rings, caps, tee-shirts and other items personalized with the Company and/or the CCR Group logo.
- **Company/CCR Group:** All companies currently comprising CCR.
- **Employee:** Employees of the CCR Group companies.
- **Service Providers/Suppliers:** Those operating for or on behalf of the CCR Group.

These definitions are followed by details of the conduct demanded by the CCR Group of all its employees, regardless of their hierarchical level, and third parties operating on behalf of the Company and who have contact with Brazilian or foreign public employees.

¹ENCCLA – National Strategy Against Corruption and Money Laundering

²Idem

³Idem

4. ACTS OF CORRUPTION

Acts of corruption are committed by people and/or companies that corrupt (ask to have things done and offer/promise something in exchange) and by people and/or companies that allow themselves to be corrupted (they accept something in exchange for doing or not doing something specific), seeking favorable conditions or benefits for those who corrupt or allow themselves to be corrupted.

Below is a list of the acts of corruption provided for in the Clean Company Act, and committing them is expressly prohibited in any matter directly or indirectly involving the employees and companies of the CCR Group:

4.1 Improper advantage

Improper advantage is any favor granted not permitted by law. It is forbidden to pay, offer or promise payment or any type of present, bonus, cash or benefit to obtain an advantage.

4.2 Facilitation payments

Facilitation payments are disbursements used to accelerate processes or the provision of services involving any companies of the CCR Group.

Facilitation payments are considered a crime under Brazilian legislation (the Clean Company Act) and in many other countries, as is the case of the United States (Foreign Corrupt Practices Act - FCPA).

The CCR Group prohibits any facilitation payments, directly or indirectly, by employees of the CCR Group and/or third parties.

4.3. Influence pedaling/backscratching

Corruption is not always represented by cash payments. It sometimes involves exchanging favors. Influence pedaling, or backscratching, involves using a third party with the intention of influencing the decision or action of a (Brazilian or foreign) public employee in the exercise of their functions, in other words, using someone close to the public employee for the latter to benefit a given company or person.

It is therefore forbidden to offer or promise money, presents, favors or any kind of benefit to third parties in their capacity as individuals or legal representatives of legal entities, with the intention that they influence the actions of a public employee to grant advantages or benefits of any nature to the CCR Group.

4.4 Money Laundering

Although not considered an act of corruption, it is a derivative crime provided for in Brazilian legislation and, like any other crime committed, is expressly prohibited within the CCR Group. This crime consists of attempting to conceal the illegal origin of financial resources by using these resources in legitimate operations, in an attempt to make it appear that their origin is legal.

5. THIRD PARTIES ACTING ON BEHALF OF THE CCR GROUP

Like the Code of Ethical Conduct of the CCR Group, the Clean Company Policy applies to intermediaries and third parties operating on behalf of the CCR Group, including partners, suppliers and service providers.

Although extraneous to the Company, when acting on behalf of the CCR Group, they must be aware of the internal rules governing their behavior towards public entities, and they are expressly forbidden from engaging in action that could in any manner be construed as an act of corruption, with the consequent exposure of the Company to the penalties provided for in

the prevailing Brazilian or international legislation, depending on the manner and location where the crime was committed.

In this respect, the CCR Group must hire third parties in a responsible manner, and their behavior must be continually monitored in order to mitigate the risk of acts of corruption on behalf of the CCR Group.

It is important to point out that in the light of the prevailing legislation, the fact that the principal company is not aware of the crimes committed by third parties, especially with regard to acts of corruption, does not exempt it from responsibility for the incident.

5.1. Hiring

The CCR Group undertakes to only hire third parties in the event they are actually needed and without extending privileges or benefits of any nature. Where the third party is connected to a public employee or Politically Exposed Person⁴, their good standing, integrity and ethical behavior will be analyzed in depth.

Third parties will be hired in accordance with the provisions contained in the pertinent hiring manual which, among other cri-

teria, stipulates that companies participating in tenders in the service of the CCR Group, or even in simplified contracts, should be financially sound, up to date with their taxes and have the appropriate technical capability.

In addition, given the possibility of joint and several responsibility for acts of corruption, the CCR Group strives to establish business relations with companies committed to the aspects of ethics and the fight against corruption.

⁴Public employees holding, or who have held during the previous five years in Brazil or in foreign countries, territories and protectorates, important government positions, jobs or functions, as well as their representatives, family members and others closely related. Family members are considered to be blood relatives to the first degree, spouses, companions, stepsons and stepdaughters. (ENCCLA – The National Strategy Against Corruption and Money Laundering).

5.2. Operating limits

Third parties operating on behalf of the CCR Group should confine themselves to the scope defined in the agreement, and under no circumstances should they engage in negotiations with the public sector that are not expressly provided for in the agreement.

They are also forbidden to make any kind of offer or promise to public employees, family members and advisors, whether as presents, giveaways, travel, hospitality, entertainment invitations, cash, favors or advantages.

5.3 Payments to third parties

Payments to third parties must abide by the law, the internal rules on payments of the CCR Group and contractual provisions, and the following precautions will be taken:

- a) No payments will be made in cash or using bearer documents;
- b) Payments will only be made to the bank account in the name of the legal entity contracted or, exceptionally, when hiring individuals, to a checking account in their name;
- c) Payments will not be made to bank accounts in a country other than that where the service was provided or, in addition, in a country where the contractor has no head office or branch;
- d) Proof will be required of the actual amount of the service provided, as well as other information required to properly record the operation.

6. CONDUCT DRIVERS: Giveaways, presents, travel, accommodation, business meals and entertainment invitations

In negotiations and in the employee's relationship with the Public Sector, it is forbidden to pay expenses or to offer benefits that might influence the behavior of the recipient for personal benefit or that of the CCR Group, or which might appear to be conduct unbecoming, whether because of the circumstances in which the offer was made, the frequency of it or the amount itself.

Since acts of corruption cover an extensive range of actions, and in order to provide guidance to the employees of the CCR Group (and third parties acting on its behalf) as to which conduct is inappropriate in a variety of situations, below you will find the rules for situations which, in the event of improper actions, could be construed as corruption.

6.1. Gifts and presents

Corporate giveaways include: calendars, diaries, pens, key rings, caps, tee-shirts and other items personalized with the company logo.

Thus, giveaways are offered and received in some situations to celebrate partnerships

or good results. However, where the relationship with the government is involved, offering such items may be interpreted as an attempt at corruption. Therefore, the following rules must be adhered to:

- a)** It is forbidden to offer presents to public employees, their family members⁵ or advisors; and it is only permitted to offer giveaways for corporate use;
- b)** Offering giveaways for corporate use to public employees, their family members and advisors must be rigorously analyzed for the risk of mistaken interpretation. Gifts must be offered strictly as a promotional initiative to strengthen the brand of the CCR Group, and they must feature corporate use, such as pens, note pads, diaries and calendars with the logo of the CCR Group or its business units (Uns);
- c)** Gifts may be offered to public employees, their family members and advisors without the intention of obtaining payments, non-arm's-length conditions or any kind of benefit;
- d)** So as not to be construed as attempted corruption, even when carried out within the law and in compliance with the Code of Ethics of the government entity in question, giveaways should not be given to the same public employees, their family members and advisors in a quantity that exceeds their individual use, and no more than twice in the same calendar year;
- e)** Offers of giveaways must also take into account the legal provisions and the Code of Ethics of the government entity in question, regarding the permission for public employees to receive them;
- f)** When permitted by law and by the Code of Ethics of the entity in question, the permitted ceiling limit must be observed which, in the case of federal public employees, is a maximum of R\$100.00 (one hundred Reais). In the absence of legal provisions for state⁶ and municipal employees, the same amount permitted for federal entities should be observed;
- g)** Only direct employees of the CCR Group can offer giveaways to public employees and always with the authorization of the immediately superior department, which will keep a record describing the giveaway offered, while guaranteeing proper proof and entry on the books;

In the case of all expenses for giveaways, travel, entertainment and business meals involving public employees, in addition to the usual accounting records regarding payments and reimbursements, records of the intended recipient of these items must also be kept by the departments responsible;

The conduct guidelines for situations and the rules for the receipt of giveaways and presents by CCR Group employees are shown in the Group's Code of Ethical Conduct.

⁵Father, mother, children, father-in-law, mother-in-law, son-in-law, daughter-in-law (1st degree); siblings, grandparents, grandchildren, stepfathers, stepmothers, stepchildren and in-laws (2nd degree); uncles, nephews (3rd degree).

⁶The states that regulate receiving presents and the respective defined values are shown in Exhibit A.

6.2 Travel and accommodation

As in the case of presents, payment, offers or promises to pay for travel and/or accommodation for public employees, their family members and advisors can be construed as an attempt at corruption.

Therefore, it is forbidden to pay, offer or promise to pay for travel and/or accommodation for public employees, their family members and advisors and, under no circumstances, will entertainment travel for public employees, their advisors and family member be paid, offered or promised.

In situations involving the activities of the CCR Group and in which payment for travel and accommodation is covered in the agreement with the public entity, the provisions of the law must be strictly adhered to, as well as the CCR Group Directives for this type of transaction.

In the case of events (congresses, lectures, seminars, award ceremonies, etc.) organized by the CCR Group or its business units, the expenses of public employees, their families or advisors will only be paid for when this is provided for in holding the event. In this case, payment of expenses will be allowed for meals and travel or even entertainment, provided in the latter case that this is open to all participants. The entire structure of the event and the ameni-

ties offered must (ii) (sic) be approved beforehand by the Integrity and Compliance Commission and (iii) abide by the current internal rules and regulations.

The provisions for events organized by the CCR Group apply to sponsored events, with the exception of the obligation to verify the sponsorship conditions, occasional sponsorships from government sources and any rules applicable, as the case may be.

In the event employees of the CCR Group and/or third parties in the service of Group companies receive invitations to events, their immediate superiors must analyze whether support is required from the Compliance Area, if it is in the company's interests to be present. In this case, the pertinent stipulations on this topic provided for in the Code of Ethical Conduct of the CCR Group must be complied with, especially regarding payment of the expenses, which shall be fully borne by the CCR Group.

Employees of the CCR Group or third parties in the service of Group companies should not accept offers or promises of payment for entertainment travel by public employees or persons related to them.

In these and in all other situations, the employees of the CCR Group shall abide by the provisions of the Code of Ethical Conduct.

6.3 Business meals

Business meals with public employees are admissible in situations of contract management and according to the internal rules and regulations of the CCR Group, in addition to the following rules:

- a)** Invitations cannot be extended to family members and spouses of the participants of either party (CCR Group and public entity);
- b)** Where business meals are involved, it is preferable that two employees of the CCR Group participate, one of whom will pay the expenses of the CCR participants, subsequently requesting reimbursement. The expenses of the public employee shall be paid by him or by the CCR employee, in this case with the formal approval of the immediate superior;
- c)** unnecessary expenses are to be avoided.

It is forbidden to pay for meals for public employees of entities that oversee the activities of the CCR Group companies.

CCR Group employees will also abide by the provisions contained in the CCR Group

Code of Ethical Conduct, as well as the other current internal provisions. In case of doubt, they should seek clarification from their immediate superior or the Company's Compliance Area.

6.4 Entertainment invitations

Entertainment invitations to public employees or their family members and/or advisors should not be offered with the intention of obtaining favors, influencing decisions or obtaining any kind of advantage, facilitation or quid pro quo.

In the case of entertainment events (i) whose purpose is the corporate promotion of the CCR Group or its business units, or which are sponsored by them, or (ii) which are open to several guests or the general public, invitations can be offered with the approval of the respective immediate superior.

7. SPONSORSHIPS AND PHILANTHROPIC DONATIONS

Sponsorship and donation initiatives are resources commonly used by businesses to promote their brands and provide benefits to society. Nevertheless, it is expressly forbidden to provide sponsorship or donations which can in any way be construed as an intention to conceal the existence of corruption, backscratching or money laundering, for example, or, additionally, when the institution receiving the sponsorship or donation is involved in criminal activity and this reflects on the image of the sponsor/donor.

- a)** The CCR Group is committed to social development and, for that reason, it engages in philanthropic sponsorships and donations within the limits of the law and, preferably, through the CCR Institute. Approval may be given for funds for philanthropic sponsorships and donations not channeled through the CCR Institute subject to the approval conditions and steps indicated below, without prejudice to any other precautionary or verification measures considered necessary at the time. The requests will be analyzed in the light of the CCR Group's Code of Ethical Conduct;
- b)** Any entities connected with public employees, their relatives or advisors, or with political parties and/or associations or entities connected to political parties shall not be entitled to receive or apply for sponsorships or donations from the CCR Group;
- c)** Sponsorship requests must abide by the provisions of the specific procedure of the CCR Group for fiscal incentives;
- d)** The legitimate purpose of the project must be to promote the image of the CCR Group and, at the same time, be of proven social benefit;
- e)** Requests for sponsorship or donations must be in writing, preferably indicated on the advance list during the planning period, which will be analyzed by the Integrity and Compliance Commission;

- f)** Funds will only be made available for these activities after analysis and certification of the applicant institution, in other words, after its proper standing has been checked for the following aspects: articles of association and legal representation, performance track record, good standing, transparency and legitimate nature of the project;
- g)** Neither sponsorship nor donations shall be provided to private individuals;
- h)** Funds for sponsorships or donations will not be provided to the applicants in cash, but deposited in the institution's checking account specified in the project approved;
- i)** The institution shall provide a receipt for the sponsorship or donation made, for proper registration of the transaction strictly within the law.

8. POLITICAL DONATIONS

Donations by public service concessionaires to candidates or political parties are prohibited by law; therefore, the concessionaires jointly or individually controlled by the CCR Group are expressly for-

bidden to make political donations of any nature whatsoever, in accordance with the provisions of Law 9.504/1997 (the Electoral Act) and Law 9.096/1995 (the Political Parties Act).

9. PARTICIPATION IN PUBLIC TENDERS

When participating in public tenders, the CCR Group agrees to comply with Law 8.666/13 (the Tenders Act), specific rules and regulations applicable to the tender in question, the contractual provisions entered into with the public entity issuing the tender and the Clean Company Act, and it is expressly forbidden to:

- a)** Frustrate or defraud, through adjustments, combinations or any other artifice, the competitive nature of public tender procedures;
- b)** Prevent, interrupt or defraud the holding of any public tender procedure;
- c)** Remove or seek to remove bidders using fraud or by offering advantages of any kind;
- d)** Defraud public tenders or contracts arising from them;
- e)** Fraudulently or improperly create legal entities to participate in public tenders or enter into administration agreements;

- f) Obtain improper advantages or benefits using fraud, modifications or extension to contracts with the government not approved by law, the public tender call notice or the respective contractual instruments;
- g) Manipulate or defraud the economic and financial equilibrium of contracts entered into with the government.

10. HIRING PUBLIC EMPLOYEES, THEIR FAMILY MEMBERS OR RELATED PERSONS

Hiring public employees, their advisors or family members is sometimes used to conceal acts of corruption. To prevent this from happening at the CCR Group, the following rules have been created for hiring in these situations:

- a) Public employees, their family members and advisors will only be hired if there is no legal provision preventing this;
- b) Hiring them will never be intended to influence or manipulate behavior or obtain any type of advantage or benefit whether personal or for the CCR Group;
- c) Candidates for openings in the staff complement of the CCR Group who are family members or advisors of public employees will undergo the entire recruitment and selection process with no benefits of any kind;
- d) They will only be hired where there is a real need to fill an existing vacancy.

To ensure transparency in people management, any CCR Group employee with a first-degree family member working as a public employee should immediately notify their superiors.

11. JOINT VENTURES, CONSORTIUMS, MERGERS AND ACQUISITIONS

The participation of the CCR Group in joint ventures, consortiums, mergers and acquisitions should be preceded by an analysis that proves the good standing and legal compliance of the target of the acquisition or merger, or of the proposed partner in a consortium or joint venture.

Acquisitions or equity interests will not be undertaken, or consortiums or joint ventures entered into with companies whose legal compliance is not in accordance, following reasonable analyses and

assessments undertaken by specialist advisors, with the legislation applicable to the deal or which violates Brazilian anticorruption legislation and/or that of the country of the company in the negotiations.

In the event we become aware of any negative facts about the activities of the companies participating in consortiums or joint ventures, or which are shareholders in companies of the CCR Group, this fact will be subject to analysis in the light of the internal rules and regulations to come to a decision.

12. RECORDS OF TRANSACTIONS

The CCR Group is committed to the transparency of the transactions closed, and to respecting its shareholders, investors and society in general. Thus, all transactions closed are documented and regis-

tered in accordance with the accounting standards prevailing in Brazil and the applicable law, and they can be proven using original documents that should be retained for the period stipulated by the law.

13. ATTENTION POINTS

Some situations can evidence incidents of inappropriate behavior; in these cases, there is a need to certify the legality of the situation. Here are examples of situations requiring attention:

- a)** Atypical or extremely complex contract structures, where there is no reasonable justification for such structures;
- b)** Travel expenses or presents for public employees and persons related to them;
- c)** Requests for the company to hire a third party indicated by a public employee;
- d)** Multiple same-amount payments to the same third party;
- e)** Excessively high amounts for the service in question or which do not match the size of the contractor;
- f)** Cash payments to unidentified accounts;
- g)** Payments for services not provided;
- h)** A contractor belonging to a public employee or persons related to them;
- i)** Payments to bank accounts in a country other than that of the contractor's head office, or in locations other than where it performed the service;
- j)** Payments to personal accounts.

The situations shown are not proof that any illegal action has taken place; however, they are attention points that need to be monitored and analyzed.

14. WHISTLEBLOWING CHANNELS: CCR ETHICS LINE

Any violation or suspected violation of the Clean Company Policy of the CCR Group must be immediately reported by employees and third parties operating on behalf of Group companies.

Furthermore, whenever situations arise that could be construed as conflicts of interest, or when there are suspicions or knowledge of facts that could adversely af-

fect the CCR Group, or which violate, or appear to violate, the provisions of this Policy or other Group rules and regulations, these facts must also be reported.

If they are aware of any irregular fact or behavior, employees can use the Compliance Area communication methods described in section 14 of this Policy to report it.

14.1 Means of Communication

To ensure effective communication, the CCR Group provides a range of methods of contact in case of doubts, suggestions or complaints.

14.1.1 Direct Contact

Employees may, as a matter of priority, talk to their immediate superior whenever they feel they should report a fact that needs to be analyzed by the Compliance Area.

14.1.2 The Ethics Line

Employees also have direct access to the Communication Channel for statements in which they can identify themselves or make confidential contact.

Phone No.: 0800 721 0759
Site: www.linhaeticaccr.com.br

The Ethics Line is a tool for receiving complaints and is operated by an out-sourced company. This is in line with the best practices for collating complaints, and ensures anonymity.

14.2 Use of the Means of Communication

All cases reported will be duly recorded, verified and investigated. The CCR Group is committed to ensuring the confidentiality, within the limit of the law, of the identity of those submitting complaints about deviations of conduct or illegal acts.

All employees, as stakeholders in the proper ethical posture of the CCR Group, must provide precise information when called upon to collaborate with investigations into devious behavior carried out by

the CCR Group, in order to ascertain the real nature of the facts.

The CCR Group, within the limit of the law, expressly guarantees non-retaliation against those who, in good faith, report or manifest suspicion, doubt or concerns involving possible violations of this Policy. Thus, acts of retaliation, such as threats, poor assessments, imposition of suspension or dismissal, among others will not be tolerated. Such acts must be immedi-

ately reported and, if proven after investigation, will result in the imposition of disciplinary measures by the company against the retaliator.

This protection also covers any employee or contractor who provides information or assists with the investigations involving possible violations.

14.3 Compliance Area email address

The CCR Group values transparency in all management processes. To that end, it provides an exclusive email channel for clarification of doubts concerning this Code of Ethical Conduct and the Clean Company Policy. Al-

though it fosters constant disclosure processes contained in the documents mentioned, both inside and outside the company, in addition to the immediate superiors, the following e-mails are an additional clarification route.

compliance@grupoccr.com.br
conformidade@grupoccr.com.br

15. SANCTIONS PROVIDED FOR IN CASE OF VIOLATION

Disrespect for the principles of the Code of Ethical Conduct and the Clean Company Policy will subject employees to the appropriate disciplinary measures, and may also result in their dismissal for cause, without prejudice to other legal measures.

In the case of third parties operating on behalf of the CCR Group who breach the provisions of this Policy, appropriate action will be taken, which may include the imposition of contractual penalties, termination

of the agreement and legal action for reparation of damages incurred by the principal.

Law 12.846/13 provides for penalties in the case of companies involved in cases of corruption, sanctions which are extremely strict and also apply to employees. Thus, it is essential for the financial health and existence of CCR Group companies that these provisions are put into practice on a daily basis. Exhibit A lists the penalties provided for in Law 12.846/13.

16. CLEAN COMPANY POLICY MANAGEMENT

Management of the Clean Company Policy is the responsibility of the CCR Group Compliance Area, which will have the support of the Integrity and Compliance Commission and the Board of Directors of CCR, whenever the criticality of the situation so demands.

16.1 Board of Directors

The Board of Directors, along with the other functions it exercises, as described in the Manual of Governance and Internal Rules and Regulations, is also responsible for managing

ethics and conduct within the CCR Group. To that end, it has constituted the Compliance Area to develop and carry out the CCR Group's Integrity and Compliance Program.

16.2 Compliance Area

The Compliance Area of the CCR Group is responsible for defining and executing the Integrity and Compliance Program within the corporate environment, and for providing support to the Business Units in carrying out integrity and compliance actions. The direct responsibilities of the Compliance Area are:

- To strategically develop the Integrity and Compliance Program;
- To execute and monitor compliance with the Program within the Corporate Center;
- To support and monitor execution of the Program by the Business Units;
- To deploy support structures for investigating statements involving the Corporate Center or Senior Management of the CCR Group;
- To accompany and support the investigation of statements involving the Business Units;
- To amend the Integrity and Compliance Program, whenever necessary;
- To involve the Board of Directors, the CEO of CCR and the Integrity and Compliance Commission, when necessary.

16.3 The Integrity and Compliance Commission

The Integrity and Compliance Commission consists of corporate officers, allocating to the entity the following responsibilities:

- To support the operations of the Compliance Area, providing the necessary input for putting together the Integrity and Compliance Program of the CCR Group and bringing it to fruition;
- Evaluation and decisions about incidents of non-compliance;
- Analysis and forwarding of the cases not covered in the Code of Ethical Conduct;
- Revision and updating of the Code of Ethical Conduct;
- Guarantee of the adaptations to the procedures associated with the document;
- Enablement of the activities for strengthening the culture of ethics.

Prohibitions

- a)** Promising, offering or giving, directly or indirectly, improper advantage to Brazilian or foreign members of government or to their related third parties (for example: money, presents, entertainment, meals, travel, employment or contracts with the group to relatives, friends or acquaintances, sponsorships, charity donations, scholarships, loans, etc.);
- b)** Financing, bankrolling, sponsoring or in any way subsidizing the committing of the illegal acts covered by the law;
- c)** Using individual or business intermediaries to conceal or disguise their real interests or the identity of the beneficiaries of the acts committed;
- d)** Defrauding, manipulating, impeding or obstructing tenders and administration contracts;
- e)** Obstructing investigations or inspections, or interfering in the activities of government bodies, entities or agents, including regulatory agencies.

Accountability

- a)** Legal entities will be held accountable at the civil and administrative spheres, that is, it is sufficient for any of the crimes listed above to be committed for the benefit of the legal entity, even if not exclusively, for the Company to be held accountable. Thus: i) punishability for the crime does not depend on proving the intent or guilt of the representatives of the legal entity; ii) there is no requirement for proof of authorization, participation or knowledge on the part of the senior management; iii) the legal entity may be held accountable for crimes committed or requested by third parties;
- b)** The accountability of the legal entity does not exclude that of the individuals, co-authors or participants in the illegal acts;
- c)** Parent companies, subsidiaries, affiliates or, within the scope of the respective agreement, consortium members will be jointly and severally accountable for penalties and for making good the damage; successor companies, in cases of mergers and takeovers, are liable up to the limit of the equity transferred, except in the cases where simulation or obvious intention to defraud are properly proven;
- d)** The violations have a statute of limitation of five years from the date when the violation becomes known or, in the event of permanent and continuous violation, from the day it ceases.

Penalties

In case of conviction for crimes against Law 12.846/2013, the CCR Group will be subject to the following penalties in accordance with the law:

At the administrative level:

- a) Fines of 0.1% to 20% of gross invoicing in the year preceding the initiation of the administrative proceeding, excluding taxes. The fine will never be less than the advantage obtained, when this can be estimated.
- b) Extraordinary publication of the final conviction.

At the civil level:

- a) Forfeiture of the assets, rights or valuables that represent direct or indirect advantage or income obtained from the violation, with the exception of the right of the aggrieved party or third party acting in good faith;
- b) Suspension or partial interdiction of the business;
- c) Mandatory dissolution of the legal entity;
- d) Prohibition on receiving incentives, subsidies, grants-in-aid, donations or loans from government bodies or entities and financial institutions owned or controlled by the government, for a minimum term of one, and a maximum of five years.

18. EXHIBIT B - Limits on the values of giveaways permitted by the legislation

STATE	Maximum established limit	Normative instrument	Note
Acre	Not permitted.	Supplementary law No. 39, of December 29, 1993 - Art. 167.	Art. 167 – Public employees are prohibited from: XII - receiving gratuities, commissions, presents or advantages of any kind, on account of their duties.
Alagoas	Not permitted.	Law No. 5.247, of July 26, 1991 - Art. 119.	Art. 119 - Public employees are prohibited from: XI - receiving gratuities, commissions, presents or advantages of any kind, on account of their responsibilities.
Amapá	Not permitted.	Law No. 66, of May 03, 1993 - Art. 133.	Art. 133 - Public employees are prohibited from: XII - receiving gratuities, commissions, presents or advantages of any kind, on account of their responsibilities.
Amazonas	Not permitted.	Law No. 1.762, of November 14, 1986 - Art. 150.	Art. 150 - Employees are prohibited from: VIII - receiving gratuities, commissions, presents and advantages of any kind, on account of their position.
Bahia	Not permitted.	Law No. 6.677, of September 26, 1994 - Art. 176.	Art. 176 - Public employees are prohibited from: XIII - receiving gratuities, commissions, presents or advantages of any kind, on account of their responsibilities.

Ceará	Not regulated.	Law No. 9.826, of May 14, 1974.	Only prohibits receiving gratuities, advantages or commissions when performing their duties.
Distrito Federal	As a rule, it is not permitted, except giveaways.	Supplementary law No. 840, of December 23, 2011 - Art. 194.	Art. 194 – Serious violations involve: III - demanding, requesting, receiving or accepting gratuities, bonuses, commissions, presents or obtaining improper advantages of any kind and under any pretext. Sole paragraph. For the purposes of subparagraph III, giveaways defined in the legislation are not considered presents.
Espírito Santo	As a rule, not permitted, except in the case of employees of the Executive branch.	supplementary Law nº 46, of January 31, 1994 - Art. 221 and Decree nº 1595-R, of December 6, 2005 (Executive Branch Employees) - Art. 4.	Art. 221 - Public employees are prohibited from: XVIII - requesting or receiving gratuities, presents , personal loans or advantages of any kind, for themselves or others, on account of their position. Exception: Executive branch employees can receive presents/giveaways worth less than R\$100.00, and up to R\$200.00 in a calendar year. Art. 4 - Public employees are prohibited from: I - requesting, suggesting or accepting any kind of financial assistance, presents , bonuses, awards, commissions, personal loans or advantages of any kind, for themselves or others, in order to influence or to refrain from doing something in the exercise of their position, job or government function.
Goiás	As a rule, not permitted; however, there are exceptions	Decree No. 5.462, of August 09, 2001 - Art. 9.	Art. 9 – It is forbidden for the government entity to accept presents , except from foreign governments in cases of protocol where there is reciprocity. Sole paragraph. For the purpose of this article, the term present does not refer to giveaways that: I- have no commercial value; II – are distributed by entities of any nature as a courtesy, for advertising, habitual disclosure or at special events or on commemorative dates, where the value does not exceed R\$340.00 (three hundred and forty Reais).
Maranhão	Not permitted.	Law No. 6.107, of July 27, 1994 - Art. 210.	Art. 210 - Public employees are prohibited from: XIII - receiving gratuities, commissions, presents or advantages of any kind, on account of their responsibilities.
Mato Grosso	Not permitted.	Supplementary law No. 04, of October 15, 1990 - Art. 144.	Art. 144 - Public employees are prohibited from: XII - receiving gratuities, commissions, presents or advantages of any kind, on account of their duties.
Mato Grosso do Sul	Does not exist		

Minas Gerais	Not permitted.	Decree No. 46.644, of November 06, 2014 - Art. 11.	<p>Art. 11 – For the purpose of this Code of Ethics, government employees are also forbidden to accept presents, donations or advantages of any kind, irrespective of the monetary value, the person, company or entity that is or may be interested in:</p> <p>I - any acts, as a matter of expedience under the responsibility of the government employee;</p> <p>II - decisions within the competence of the body or entity by whom the employee is employed; and</p> <p>III - confidential institutional information to which the government employee has access.</p>
Pará	Not permitted.	State Law n° 5.810, of de January 24, 1994 - Art. 190.	<p>Art. 190 – The penalty of dismissal will be imposed in cases involving:</p> <p>XVI - receipt of gratuities, commissions, presents or advantages of any kind, on account of their responsibilities.</p>
Paraná	Not permitted.	Law No. 6.174, of November 16, 1970 - Art. 285.	<p>Art. 285 - Employees are prohibited from:</p> <p>X - receiving gratuities, commissions, presents and advantages of any kind, on account of their position or function.</p>
Pernambuco	Not permitted.	Law No. 6.123, of July 20, 1968 - Art. 194.	<p>Art. 194 - Employees are prohibited from:</p> <p>XI - receiving gratuities, commissions, presents and advantages of any kind, on account of their position or function.</p>
Piauí	Not permitted.	Supplementary Law No. 025, of 08/15/2001) - Art. 138.	<p>Art. 138 - Public employees are prohibited from:</p> <p>XII - receiving gratuities, commissions, presents or advantages of any kind for themselves or others, on account of their responsibilities.</p>
Rio de Janeiro	As a rule, not permitted, but there are exceptions that limit the value of the present/giveaway to R\$400.00.	Decree n° 2479, of March 8, 1979 - Art. 286 and Decree 43.057, of July 4, 2011 - Art. 10 (Executive Branch Employees).	<p>Art. 286 - Employees are prohibited from:</p> <p>VIII - demanding, requesting or receiving gratuities, commissions, presents and advantages of any kind, on account of their position or function, or accepting promises of said advantages.</p> <p>Art. 10 – It is forbidden for public employees to:</p> <p>II - receive presents, transportation, accommodation, compensation or any favors, in addition to accepting invitations to lunches, dinners, parties and other social events;</p> <p>Paragraph 1 For the purposes of this article, the term presents does not apply to giveaways that: I - have no commercial value; or</p> <p>II - are generally distributed by entities of any nature as a courtesy, for advertising, habitual disclosure or at special events or on commemorative dates, where the value does not exceed R\$400.00 (four hundred Reais).</p>
Rio Grande do Norte	Not permitted.	Supplementary Law No. 122, of June 30, 1994 - Art. 130.	<p>Art. 130 - Public employees are prohibited from:</p> <p>XIV - demanding or accepting gratuities, commissions, presents or advantages of any kind, on account of their responsibilities.</p>

Rio Grande do Sul	As a rule, not permitted; however, there are exceptions	Supplementary Law n° 10.098, of February 3, 1994 - Art. 178 and Decree n° 45.746, of July 14, 2008 - Art. 6 (Direct and Indirect Government; Senior Management and Civil Servants of the State Executive Branch)	Art. 178 - Public employees are prohibited from: XXI - acting as attorneys-in-fact or intermediaries before government departments, except where this involves social security or assistance benefits of relatives up to the second degree or spouses. Art. 6 – It is the ethical duty of behavior of government employees at senior management level: III - to abstain from receiving presents and other advantages from those who have, or who may have, an interest in a government decision under their responsibility or influence, except when this involves other authorities or government employees as a sign of courtesy, for advertising, or promotion, or where the value is considered low.
Rondônia	Not permitted.	Supplementary Law No. 68, of December 09, 1992 - Art. 155.	Art. 155 - Public employees are prohibited from: XII – prohibited from receiving any type of advantage, including presents, on account of their position.
Roraima	Not permitted.	Supplementary Law No. 53, of December 31, 2001 - Art. 110.	Art. 110 – Public employees are prohibited from: XV - receiving gratuities, commissions, presents or advantages of any kind, on account of their responsibilities.
Santa Catarina	Does not exist		
São Paulo	Not permitted.	Law No. 10.261, of October 28, 1968 - Art. 257.	Art. 257 – Dismissal for public employees: VII – receiving or requesting gratuities, commissions, presents or advantages of any kind, directly or through the intermediary of others, even when not performing their functions, but on account of them.
Sergipe	Does not exist		
Tocantins	Not permitted.	Law No. 1.818, of August 23, 2007 - Art. 134.	Art. 134 - Public employees are prohibited from: XII - receiving gratuities, commissions, presents or advantages of any kind, on account of their duties.

Note: The information shown in this table must be taken simply as a reference, and it does not substitute the provisions of the legislation. The data shown needs to be periodically checked and, when necessary, updated.

