



FALCONI

CONSULTORES DE RESULTADO

**ANTICORRUPTION POLICY
AND MONEY LAUNDERING,
COMPETITION AND RELATIONSHIP
WITH PUBLIC POWER**

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Title: Anti-Corruption, Money Laundering, Competition and Relationship with the Public Authority FALCONI					

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1. OBJECTIVE

Complement the anticorruption provisions set forth in the Code of Ethics and Conduct of FALCONI and establish guidelines for the relationship, interactions and external dialogs of Company Employees with Public Agents.

2. APPLICATION

Like FALCONI's Code of Ethics and Conduct, this policy applies to all employees of FALCONI, its subsidiaries and affiliates, and to all Third Parties, subcontractors, consultants, suppliers and service providers of any nature. Its application covers all activities developed in Brazil or abroad.

3. CONCEPTS

For the better understanding of this Policy, the terms mentioned therein have the following definitions:

- 3.1 **Public Agent:** Any individual, whether or not a server, temporarily or unpaid, acting in an official capacity or exercising a position, job or public function in or for Governmental Authority; any individual who works for a company that provides services contracted or contracted for the execution of typical activity of the Public Administration; or any political party leader, its employees or other persons acting for or on behalf of a political party or candidate for public office.
- 3.2 **Governmental Authority:** Any body, department or entity of the direct, indirect or foundational administration of any of the Powers of the Union, States, Federal District, Municipalities, Territory, legal entity incorporated to the public patrimony or entity for whose creation or costing the treasury has competed or competes with more than fifty percent of the equity or annual income; as well as organs, entities, or diplomatic representations of a foreign country, as well as organs, entities and legal entities directly or indirectly controlled by the public authority of a foreign country or international public organizations, including sovereign wealth funds or an entity whose ownership is a fund sovereign.
- 3.3 **Collaborator (s):** All employees, trainees, service providers, directors and executives of FALCONI, its subsidiaries and affiliates.
- 3.4 **Pagamento de Facilitação:** Payments to an individual, Public Agent or not, even if by Intermediary, so that it accelerates or guarantees the execution of an act under its responsibility to which FALCONI is legally entitled. Payments made by lawful means are not included in this definition, provided they do not conflict with the provisions of applicable anti-corruption laws.

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3.5 Third: Any natural or juridical person who is not a FALCONI Collaborator or who is not a member of FALCONI's business group, but who is hired to assist in the performance of its activities, such as partners, consortia, representatives, subcontractors, suppliers, consultants, service providers in general, among others.

3.6 Undue Advantage: Any good, tangible or intangible, including money and securities, offered, promised or delivered for the purpose of improperly influencing or rewarding any act, decision or omission of a person, whether public agent or not. Gifts, entertainment, air tickets, lodging, donations, sponsorships or anything of value used for such purposes, which improperly influence or reward any act or decision, are included in this concept.

3.7 FALCONI: The entire business group, including subsidiaries and affiliates.

4. GENERAL CONSIDERATIONS

Several countries around the world have adopted laws that combat acts related to the practice of corruption in order to protect the integrity of the business environment, avoid excessive spending of public resources and combat acts that harm society as a whole. Most of these laws always require the participation of a Public Agent as recipient of the undue advantage that is merely offered or delivered by an individual interested in an action or omission of the Public Agent. However, all forms of corruption - even those that do not involve Public Officers - are improper and inconsistent with FALCONI values.

Likewise, FALCONI's Employees and Third Parties must value ethics and transparency in the conduct of their activities, perform them with professionalism in the best possible way and always in the interests of FALCONI, regardless of any advantage offered by other individuals.

The FALCONI Employees must instruct the Third Party contractors acting on their behalf to comply with the provisions of this Policy.

The dignified, respectful and professional treatment is a prerogative in all our interactions and interlocations. Even if requested by your superior or other FALCONI Employee, the Employee shall not act contrary to the provisions of the Code of Ethics and Conduct, in this Policy and other internal regulations of FALCONI. In such cases, if necessary, contact the responsible for the management of the FALCONI Compliance Program and / or use the Reporting Channel made available by FALCONI.

Thus, based on the laws in force and the values of FALCONI, this Policy prohibits FALCONI, all its Employees and Third Parties from promising, offering, receiving, authorizing or giving any undue advantage to an individual - Public Agent or not.

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The said "undue advantage" must always be assessed from the perspective of the one to whom it is offered. An item may have no value to the offerer, but to the recipient it can be extremely valuable and capable of influencing decision-making and the ability to act according to its responsibilities.

It does not matter whether the addressee of the undue advantage has accepted it or not. The mere promise or offer contrary to the values of FALCONI and Employees and Third Parties must refrain from acting in this way. It should also be noted that the mere promise or offer of advantage to the Public Agent is considered illegal.

If you have any questions, consult the person responsible for the management of the FALCONI Compliance Program.

5. SPECIFIC CONSIDERATIONS

Because FALCONI has a diversified presence in both the public and private markets, FALCONI interacts with various Public Agents, Government Authorities and other individuals and companies, which places it in several situations where the risk of corruption may exist. In such cases, FALCONI Employees must take precautions to avoid unwanted acts. To facilitate understanding, below are four situations where the risk of corruption is most likely to arise:

- Promise, offer, give or authorize the granting of undue advantage to any person, either directly or through an intermediary. To avoid such cases, always consult the Internal Gifts, Gifts and Hospitality Policy and the Third Party Hiring Policy.
- Enter into contracts with public agents or government authorities. Many of FALCONI's activities involve this type of situation. Always consult FALCONI's other internal policies to mitigate risks in these situations. If there is any doubt or need for guidance, consult the person responsible for the management of the FALCONI Compliance Program.
- Hire Third Party or enter into partnership with Third Party to carry out activities that involve or may involve the performance of this Third Party in the interest of FALCONI with Public Agents or Governmental Authorities.
- To contract Third Party without due diligence or without the concern to transmit the values of FALCONI to the employees of this Third Party can have serious consequences for FALCONI.

In the cases above, the risk of committing undesirable conduct is high and therefore FALCONI Employees should assess whether the conduct would not be in disagreement with this Policy. Below are situations that should serve as an alert to FALCONI employees, such as:

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- Payments to Public Agents, their relatives, legal entities in which they hold a corporate interest or to an individual or legal entity indicated by the Public Agent;
- Requests for payments to be made to the bank account of a third party or to a bank account in another country that has no relation to the contract;
- Requests for payments to be made in kind rather than deposit into bank account;
- Requests for commissions or "success rates" of extraordinarily high values or contrary to market practice or disproportionate to the responsibilities of the third party contracted;
- Requests for early payment or unusual pressure to process payments;
- Receiving or offering extravagant and excessive gifts, potentially in violation of FALCONI's internal policies;
- Individual who insists on interacting with a particular supplier or customer in person;
- Decision-making for approval of projects or contracts in conditions that are atypical or detrimental to FALCONI's interests, whether by costs, conditions or deadlines;
- Preference or direction for contracting certain Third Parties;
- Attempt to avoid or prevent third party due diligence proceedings;
- Failure to comply with the usual third party contracting procedures;
- Absence of documents or records related to meetings or decision-making;
- Request or approval of invoice payments above contractual amounts;
- Refusal to include in the agreement anticorruption Compliance clauses.

In such cases, or whenever other situations arise that generate any suspicion about the integrity and legality of the procedure being adopted, contact the person responsible for the management of the FALCONI Compliance Program before taking action.

On the subject of corruption, FALCONI requires its Employees to act in the same way with both Public and Private Agents. The same care and attention should be maintained in both cases in order to avoid violations of this Policy and FALCONI's Code of Ethics and Conduct.

5.1 Facilitation Payments

FALCONI Employees may come across various situations where there are requests for payments or benefits by Public Agents, or they may feel compelled to offer such an advantage to meet a deadline or requirement in the context of a project.

While facilitation payments aim only to make a faster action, they are in violation of the law and are not in accordance with FALCONI values. Thus, even at low values, facilitation payments should not be made.

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If there is any request by a Public Agent or any other individual in this regard, whether in person, by e-mail, via fixed or mobile telephone sets or any other means of contact, the Employee shall refuse to make such payment, communicate to the applicant on the prohibitions foreseen in the internal policies of FALCONI and to inform its immediate superior and the person in charge of the management of the FALCONI Compliance Program on the matter.

In these situations, FALCONI will try to deal with the situation as best as possible. The Company will take measures to avoid its exposure to risks, such as seeking the support of other institutions to resolve the issue, addressing the highest authority in the hierarchy of the Governmental Authority or legal entity to discuss the situation, and requiring any made directly to the Governmental Authority or to another legal entity to which the applicant is bound, under the condition of issuing an invoice or other official document describing the details of the payment made, including the identification of the Public Agent or individual who received the payment.

5.2 Record of expenses

It is important to note that the records of all expenses incurred by FALCONI and its Employees, as well as all payments made, are duly recorded and recorded in the accounting books in a precise and clear manner. You should not hide the realization of any payment by throwing it into inappropriate accounts or covering up their realization by means of adulterated or fictitious documents. In addition, the Employee's responsibilities must be respected and transactions must only be carried out with the proper approvals, according to FALCONI's Bylaws and other internal policies.

Thus, this Policy requires that every transaction be submitted to due approval and properly registered and accounted for in order for FALCONI's interests to be protected.

5.3 Other Forms of Corruption

FALCONI does not agree with any kind of corruption in the broad sense of the term. Corruption for FALCONI is not limited to acts in relations with Public Agents, nor is it limited to the delivery, promise or offer of Improper Advantage. Corruption must be broadly understood as encompassing several illicit acts that generate damages to the Public Administration, such as administrative impropriety, fraudulent bidding, collusion with competitors to frustrate competition in bidding, imposition of difficulties on investigation or inspection activities of Public Agents or Authorities Government, money laundering, among others.

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Consult the Legal Department or the manager of the FALCONI Compliance Program if you are involved in procedures involving interactions with Public Officers and have questions about how to act in such situations.

5.3.1 Contracting with Government Authorities

Although FALCONI participates in a few bidding processes, it is important to highlight that the public bidding process is competitive in nature. The public interest is best served when several competitors compete fairly in the contract, as the best proposal is more likely to be selected. Thus, to ensure fair competition, FALCONI, its Employees and Third Parties shall not maintain contacts with competitors in order to defraud, frustrate or prevent bidding competition, in which FALCONI is directly or indirectly involved.

On the other hand, FALCONI enters into several contracts with Governmental Authorities through contracting for unjustifiable bidding. This modality of contracting provided for in Law 8,666 of 1993 is based on the hiring of specialized technical services, of a unique nature, with professionals or companies of notable expertise. The Inexigibility Dossier that is made available to the possible public clients of FALCONI aims to demonstrate such characteristics and prove that the Company can be contracted for unjustifiable bidding.

Both types of hiring with Government Authorities pose risks to FALCONI. Therefore, FALCONI requires its Employees to adopt certain measures to prevent unwanted acts from being performed in the context of contracting with Government Authorities, such as:

- Interact in the name, interest or benefit of FALCONI with Public Agents, that can influence a decision making process, strictly when necessary for the development of their professional activities;
- Avoid interactions with public agents with the possibility of influencing a decision-making process without the presence of another employee;
- It is prohibited to make any adjustment or combination with private agents or public agents to remove any bidder, to defraud or to frustrate any act of a public bidding or contract arising therefrom;
- Interactions with Public Agents, during bidding procedures, must follow the forms provided in the bidding documents;
- It is forbidden to manipulate or defraud the economic-financial balance of public contracts; and
- It is prohibited, including through additives or other negotiations / contractual modifications, to obtain undue economic, commercial or personal benefits.

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- Interactions with Public Agents are forbidden in order to help, guide, provide material or elaborate terms of reference, basic projects, edicts or other documents that are created for contracting services where FALCONI can be contracted, regardless of the modality of hiring.

Any meetings between Employees and Public Agents shall be documented by means of an minutes, signed by all the participants, which shall be filed by the person responsible for the management of the FALCONI Compliance Program. If it is not possible to draw up a Minutes, FALCONI Employees must prepare an internal report of the meeting and send it to the Compliance Program manager for archiving.

In addition, all documents related to the negotiations or licitations in which FALCONI participates must be duly filed so that the Company has a history of the event.

5.3.2 Receiving Values

After providing products and / or services to its public and private customers, FALCONI is entitled to payment duly contracted. However, it is known that, especially in the public sector, FALCONI clients may have difficulty or create difficulty in making this payment, which harms the Company.

Thus, it may happen that FALCONI Employees or Third Parties have to interact with customers to ensure these payments. These interactions must take place in a cordial and transparent way. You should not be offered Unfair Advantages in exchange for the payment of what was contracted and is due to FALCONI.

The Legal Department and the manager of the FALCONI Compliance Program should always be involved and be aware of situations such as these to support Employees and Third Parties.

5.3.3 Supervision and Investigations

In the context of inspection or investigation procedures conducted by Public Agents, Employees and Third Parties acting on behalf of FALCONI should not act in a way that would interfere with or interfere with the performance of Public Agents.

Authorities that can carry out such activities are the State Audit Courts, the Federal Audit Court, the Public Prosecutor's Office, the Federal Revenue Service, the Ministry of Labor and Employment, City Halls, among others.

Contacts with Public Agents in these situations must always be accompanied by at least two FALCONI Employees. The requests made by the Public Agents and the documents presented by the FALCONI

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Employees must be duly controlled and registered so that FALCONI protects their interests in these situations.

6. SANCTIONS

The Employer who fails to comply with any of the provisions set forth in this Policy shall be subject to the penalties provided for in FALCONI's Code of Ethics and Conduct as disciplinary measures, including contractual termination.

In addition, Employees should be aware that failure to comply with the provisions of this policy can have severe consequences not only for FALCONI, but also for the Employees involved.