



FALCONI

CONSULTORES DE RESULTADO

**POLICY ON GIFTS AND
HOSPITALITIES**

June 2017

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1. OBJECTIVE

Establish guidelines for the delivery, offering, promise and receipt of gifts, gifts, entertainment, and other benefits by FALCONI Employees or Third Parties acting in the interest of FALCONI. This policy should be read and interpreted in conjunction with FALCONI's Code of Ethics and Conduct.

For travel guidelines, please consult the specific Travel Policy available on the Extranet.

2. APPLICATION

Like FALCONI's Code of Ethics and Conduct, this policy applies to all its Employees and third parties, subcontractors, representatives, consultants, suppliers and service providers of any nature. Its application covers all activities carried out in Brazil or abroad by FALCONI and by its subsidiaries and affiliates.

3. CONCEPTS

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

3.1 Public Agent¹: 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, employee or other person acting for or on behalf of a political party or candidate for public office.

3.2 Governmental Authority²: Any body, department or entity of the direct, indirect or foundational administration of any of the Powers of the Union, of the States, of the Federal District, of the Municipalities, of a Territory, a juridical person incorporated to the public patrimony or entity for whose creation or costing the or competes with more than fifty percent of equity or annual income; as well as organs, entities, or diplomatic representations of a foreign country, as well as organs, entities and legal entities controlled, directly or indirectly, by the public authority of a foreign

¹ Examples: Officials of Ministries, Municipal and State Secretaries, city hall and city council employees, employees of public companies, government departments, BNDES employees, Caixa Econômica Federal, Banco do Brasil, Petrobras, officials of Regulatory Agencies, politicians in general (deputies, councilors, mayors, governors, etc.), judges, public prosecutors, physicians of the SUS, professors of public universities, members of the Courts of Accounts, UN officials, IMF, World Bank, among others.

² Examples: Ministries, Secretariat, Regulatory Agencies, Companies such as Post Offices, Infraero, Banco do Brasil, BNDES, Authorized, Permission or Public Service Concessionaires, international organizations such as the World Bank, IMF, United Nations, among others.

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country or international public organizations, including sovereign wealth funds or an entity whose ownership is a fund sovereign.

- 3.3 **Gifts:** Items with no commercial value or with a market value below R \$ 100.00 (one hundred reais), distributed as a courtesy, advertisement or usual disclosure and which must bear the FALCONI logo or legal entity that granted the gift to the FALCONI Contributor, such as calendars, calendars, key chains, pen drives and pens.
- 3.4 **Contributor (s):** All employees, trainees, partners, executive directors and executive directors of FALCONI.
- 3.5 **Entertainment:** These are activities or events whose main purpose is to provide leisure to its participants, such as parties, shows, sporting events or meals.
- 3.6 **Gifts:** Items that have commercial value and that do not fall within the definition of Gifts.
- 3.7 **Third:** Any natural or juridical person that is not an internal Collaborator of FALCONI or is not part of the FALCONI business group, but is hired to assist in the performance of its activities, such as partners, representatives, suppliers, consultants, service providers in general, civil society organizations (NGOs), among others.
- 3.8 **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. Included in this concept are Gifts, Entertainment, airfare, lodging, donations, sponsorships or anything else of value used for such purposes, which are, unduly, to influence or reward any act or decision.

4. GENERAL RULES

Pursuant to the Anti-Corruption, Money Laundering, Competition and Relationship with the Public Power of FALCONI Policy, the promise, offer, delivery, direct or indirect, of any improper advantage, whether pecuniary or not, to the Public Agent or the third party to as well as to any other person, and it is also prohibited to make payments not provided for in the legislation, including payments to speed up administrative procedures.

It will be considered a violation of this Policy, the delivery, offering, promise or receipt of gifts, gifts, entertainment or other benefits, regardless of value, when the act may improperly influence any commercial decision affecting FALCONI or that may result in an undue advantage for FALCONI or any other person.

In certain circumstances, it is acceptable for the delivery, offering, promise or receipt of gifts, gifts, entertainment and other benefits. But this occurs only when there is a legitimate commercial interest and the conditions established by this Internal Policy are fulfilled.

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In order to evaluate whether an offer of a Toast, Gift or Entertainment would be undue or unfair, the following questions should be answered:

- Could the acceptance or offer of the advantage be in violation of FALCONI's law, Code of Ethics and Conduct, or the Anti-Corruption, Money Laundering, Competition and Public Policy Relationship?
- From the perspective of the beneficiary, would the advantage influence their ability to make unbiased decisions?
- Can there be any expectation that something will be awarded in exchange for the acceptance of the advantage delivered?
- Would people feel uncomfortable telling the act to their colleagues, superiors, family, press, other Employees, third parties or FALCONI clients who have received or offered the advantage?

If you answer "no" to all of these questions, it is likely that the benefit does not set up an Undue Advantage. If in doubt, consult your immediate superior or the person in charge of the FALCONI Compliance Program.

In addition to the questions set forth above, the following rules must be observed when any FALCONI Contributor or third parties, offer, deliver, promise or receive, gifts, entertainment, or other benefits:

- These acts should not occur in the usual way for the same Contributor or individual, Public Agent or not. More than twice in a 12-month period is considered a standard form for the purposes of this Policy;
- The offer, delivery, promise or receipt of a Toast does not require the prior authorization of the person responsible for the FALCONI Compliance Program;
- The offer, delivery or promise of a Gift, Entertainment or other benefits to a Public Agent presents greater risks to FALCONI, and is therefore not allowed;
- Any FALCONI Employee, or third party, must obtain express written authorization from FALCONI's Board of Directors before promising, offering or delivering any Gift, Entertainment or other benefits to a person other than a Public Agent, including those who already perform or who have the potential to do business with FALCONI;
- Any gift, entertainment or other benefits can not exceed the amount of R \$ 100.00 (one hundred reais), per person, in a single act. If the values of various gift or entertainment items exceed R \$ 200.00 (two hundred reais), per person, in a period of 12 months, there must be the prior written authorization of the FALCONI Board of Directors;
- Regardless of the value, any Gift, Entertainment or any other benefit received by an Employee or third party of a Public Agent shall be promptly reported to the person responsible for the FALCONI Compliance Program, accompanied by information regarding the value of the item and its business purpose. The responsible for the Compliance Program of FALCONI will evaluate the act and inform the Collaborator /

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Third Party involved, the measures approved by the Collegiate Board, which should be adopted;

- Every FALCONI Employee shall report to his / her immediate leadership the receipt of a Gift, Entertainment or benefit, being permitted to accept it provided that (i) not provided by the Public Agent and (ii) does not exceed the unit value of R \$ 100.00 (One hundred reais);
- All expenses incurred in connection with Gifts, Gifts, Entertainment and Benefits must be entered in a sufficiently detailed and complete manner in FALCONI's accounting records. The accounting area shall ensure that the record includes the expense incurred, the recipient, the value and the commercial purpose of the act.

Even if requested by a superior, the Employee or third party should not conduct any conduct that is not in accordance with the provisions of this Internal Policy.

Any exceptions to the limits and provisions set forth in this Internal Policy shall be forwarded to the responsible for the FALCONI Compliance Program for evaluation and shall only be allowed with the prior written authorization of the FALCONI Board of Directors.

Any doubt, report of violation or comment on the content of this policy should be reported through the FALCONI Complaint Channels.

5. GIFTS AND ENTERTAINMENTS

The following additional rules must be observed when delivering, offering, promising or receiving gifts and entertainment or other benefit on behalf of FALCONI:

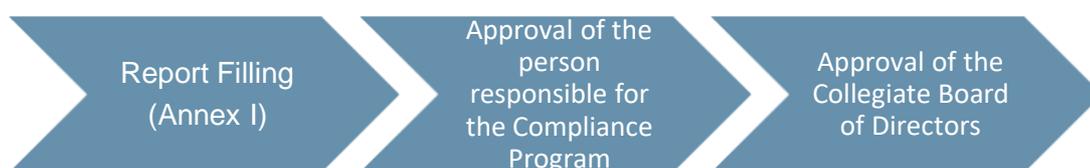
- Gifts in cash or equivalent, such as vouchers or gift certificates, are prohibited;
- Whenever possible, gifts must (i) contain the FALCONI logo, in order to promote their brand, (ii) have low or irrelevant resale value in the market, and (iii) be intended for professional use and not folks;
- Whenever possible, gifts should be sent to a legal entity (company, body, entity, etc.) and not to a specific individual;
- The purpose of entertainment should be to provide opportunities and legitimate business discussions. The person responsible for the entertainment concession must be present in the event / activity involved;
- FALCONI's usual practice is not to offer meals and other entertainment to public officials or any other individual. However, if such situation becomes necessary and, as long as it is related to a legitimate reason for the development of the business, only statutory directors are authorized to perform it, and must be respected the amount of R \$ 200.00 (two hundred reais) per person.

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6. SANCTIONS

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

7. STANDARD PROCEDURE



7.1 Electronic submission of the report by the Employee to grant or receive the item;

7.2 Approval of the person responsible for the FALCONI Compliance Program.

7.3 Approval of the Collegiate Board of Directors.

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ANNEX I
FORM FOR GRANTING AND RECEIPT OF GIFTS, HOSPITALITIES AND OTHER BENEFITS.

Instructions: This form must be filled in the case of delivery or receipt of gifts, gifts, entertainment, hospitality and other benefits. After completion, it should be forwarded to the Board of Directors to which the Employee is bound, for approval. The Executive Board shall forward a copy to the person responsible for the FALCONI Compliance Program, who shall carry out the internal control in accordance with the rules set out in the Internal Policy.

Name of Contributor who granted / received one of the items in this policy:	
Office:	Section:
Value of the asset (if it is not possible to determine, present estimate):	
Detailed description of the item. (In the case of a gift, entertainment or other benefit, attach a proof of purchase receipt. If you do not have a supporting document, please provide justification below.) Please provide here any necessary justifications and explanations:	
Name of third party that granted / received good:	
Company:	Office:
Approval and / or comments from the person responsible for the Compliance Program:	
Approval and / or comments of the Board of Directors:	

Date: ____/____/____

 [Approver Name], [Office]

Responsible for the Compliance Program