



COMPLIANCE INTEGRITY PROGRAM

REVIEW BY CS - 01/03/2018

ASVOTEC TERMOINDUSTRIAL LTDA

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RECEIPT DELCARATION

Attachment A – Supplier / Representative Declaration

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Glossary

ANTICORRUPTION LAWS COMPLIANCE PROGRAM

1. 1. PRESENTATION OF THE COMPANY'S POLICY

Asvotec has the commitment to keep the highest levels of professional and ethical standards on the course of its business, without the illegal influence of bribery, raising the conscience of its collaborators about corruption and of all individual or legal entities that might represent Asvotec, acting on its name.

This means; follow the laws, social conventions and obey good conduct and responsibility rules, among others.

2. SENIOR MANAGEMENT COMMITMENT

Management Message:

Dear collaborators,

Throughout the history, the standard behavior of the society has evolved. Every part of the society, that are the families, companies, and institutions in general, evolve. Nowadays, especially in Brazil, the demand and urgency for integrity has finally become latent. The integrated behavior, good business practices of fair

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businesses are being increasingly acknowledged, punishing and execrating the practices from the past, which unfortunately we are used to seeing in our country. Asvotec Temoinustrial Ltda. It is proud to have always followed an honest path. Based on this Compliance Guide, we have established criteria and basic rules of how we should act in this sense, settling occasional questions that sometimes occur in certain situations of the daily corporate life. Respecting the rules is part of the social interaction daily life. The fulfilment of the rules has a name: "Compliance", which means "Conformity", in other words, to be "in conformity with the rules and norms". Together, we are responsible to ensure that everyone get to know and follow the rules, once Compliance must be a part of our corporate culture and is the base of the success for our activities. Asvotec is a national reference on engineering solutions through the provision of special equipment for every base industry. And the base for our success is our collaborators, who invest their best, each day, for our customers. Their daily effort and creativity are the heart and bones of Asvotec. We offer to our customers, premium quality products, which ensure competitive advantages against the competition. As a collaborator, you expect and attractive work environment, in a fair company. Our partners see on Asvotec a solid and reliable company, whose strategy is focused on: profitability, resilience and technologic distinction. In order to our strategy to be successfully implemented, the rules guide our activities – both on internal relationships and the behavior related to other partners and customers. By doing this, we avoid misunderstandings and ensure a full dedication to the business, which in theory seems easy, but can actually be really challenging. The Compliance Guide helps on detecting difficulties in advance and solving them before they become huge problems. We always hear in the media about cases of corruption suspicion on political and economic spheres. In most cases the situations seems to be clear, but what about the "gray zone"? After all, where does the corruption start? Do we consider as a corrupt action, when a business partner or customer offers a gift to the other? There is only one right thing: wherever there are suspicions, there will always be the risk of lawsuits, fines and compensation requests. It is impossible to foresee the individual and corporate consequences, because of that we must totally avoid these situations. With this Compliance Guide we want to help you on making the right decisions. If you want or need more clarifications, the Compliance Commission is at your disposal. Asvotec's management and partners respect and take on the responsibility for the rules of the Compliance Guide and count with the support of everyone to comply with it.

3. PROGRAM MANAGEMENT

Asvotec has created the **Compliance Commission**, whose main responsibility is to manage the tasks established in this Program, reporting directly to the senior management. The **Compliance Commission** is composed by a group of people destined to work on behalf of the dissemination and fulfilment of the Anticorruption Laws on Asvotec, being composed by; 5 judges, 2 of these, that in addition to being judges, will receive the role of Coordinator and the other the support on daily questions regarding the fulfilment of the Anticorruption Laws and activities needed for a constant fulfilment of the company's norms, reporting directly to the Coordinator of the **Compliance Program**.

The obligations and responsibilities of the **Compliance Commission** towards the Program include, but are not limited to the following:

- (a) Supervise the elaboration and publication of the Collaborator Guide under the determined obligations and legal and regulatory issues that involve ethical business practices;
- (b) Offer training for the Senior Management, prosecutors and exposed people, such as Representatives, Suppliers and Collaborators, with the objective of ensuring that they are familiarized with the Anticorruption Laws and the Program;
- (c) Analyze questions brought for the improvement and enhancement of our acculturation process inside the company and adopt measures for the required adjustments;

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- (d) Answer the Collaborators' questions about any aspects of this Program and other questions related to its observance, and forward unsolved questions or enhancement suggestions, to the **Compliance Commission**;
- (e) Adopt the required measures to investigate, ascertain or supervise the investigation of any information or statement referring to the violations of this Program or related to another inadequate conduct;
 - i. After being aware of the possibility of a harmful act against the company, by express delegation of the ultimate authority, and through reasoned order, you can decide for the opening of a preliminary investigation, establishment of Financial Process – FP or archive the subject.
 - ii. The preliminary investigations will be confidential and non-punitive, aiming on the ascertainment of authorship and materiality indications that could harm the company, being led by the Compliance Commission, and regulated by internal regulation.
 - iii. The deadline for the conclusion of the preliminary investigation will not exceed sixty days and can be postponed for the same period of time, through the presentation of a justified request from the Compliance Commission.
 - iv. At the end of the preliminary investigation, all the information will be put together, followed by a conclusive report about the existence of indications for the decision about the Financial Process – FP establishment.
 - v. If needed, the Financial Process - FP will be forwarded to the competent authority, for judgment.
- (f) Ensure the fulfilment and dissemination of this Program;
- (g) Do periodical reviews of this Program, in order to ensure its fulfilment on what is related to the applicable laws and policies from Asvotec;
- (h) Fulfill other obligations related to this Program determined by the **Compliance Commission** from Asvotec;
- (i) Adopt the needed measures to implement the recommendations from the Compliance Commission Report after the end of the investigation about the violation complaint of this Program or regarding another inadequate business conduct;
- (j) Monthly report to the Senior Management the status of the cases of violation complaint of this Program or regarding another inadequate business conduct that are found under preliminary investigation process or financial process;
- (k) Report in due time to the Senior Management any violations to the Compliance Program or another inadequate business conduct, in order for the controls that prevent the recidivism to be improved;
- (l) Monthly forward to the **Compliance Coordination** the violation complaint cases of this Program or regarding another inadequate business conduct for reporting purposes, as well as generic applicability questions, training and other questions that emerged during this period;

4. ANTICORRUPTION LAWS ARRANGEMENTS

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4.1 Brazilian Anticorruption Law

The Brazilian Anticorruption Law establishes as illegal actions, harmful acts against the public, national or foreign management, or that harm public property (national or foreign), against public administration principles or the international obligations made by Brazil, and that are practiced by corporate and simple societies, embodied or not, regardless of the organization type or societal model adopted, as well as any foundations, associations of entities or people, or foreign societies, that have their headquarters, subsidiary or representation on Brazilian territory, legally or not incorporated, even if temporarily.

The Brazilian Anticorruption Law presents sets of actions considered as harmful to the public administration by the law. The first set addresses anticorruption, the second one takes care of illegal actions that affect or interfere in the public bids or contracts, and the third one addresses the interference on the investigation of regulatory agencies, inspection of the national financial system and obstruction of justice. Since Asvotec is established in Brazil and is part of bids and contracts with the public authorities, it is subjected to the terms of the Brazilian Anticorruption Law

4.2.1 Anticorruption Provisions

The Brazilian Anticorruption Law aims at sealing the direct or indirect payment of bribery for public agents (or third parties related to the agent), or its attempt. The law understands that the following acts are illegal and harmful to the public administration:

- (a) Promise, offer or give, directly or indirectly, improper advantage to a public agent, or third party related to them;
- (b) Demonstrably, finance, defray, sponsor or endow by any means, the practice of the illegal actions foreseen in this law; or
- (c) Demonstrably, utilize individual or legal entities to hide or dissimulated your real intent or the identity of the beneficiaries of the actions practiced.

4.2.2 Provisions against corruption and fraud in Bids and Administrative Contracts

The Brazilian Anticorruption Law is innovative on typify specifically a series of harmful actions or that constitute fraud or interference on bidding processes or administrative contracts. Such actions include:

- (d) Frustrate or violate, through adjustment, combination or any other expedient, the competitive character of the public bidding process;
- (e) Prevent, disturb or violate the realization of any action from a public bidding procedure;
- (f) Diverge or try to diverge the bidder, through fraud or offering advantages of any kind;
- (g) Adulterate public bidding or a contract consequential to the bidding;
- (h) Create, fraudulently or illegally, a legal entity to participate on the public bidding process or to celebrate an administrative contract;
- (i) Obtain improper advantage or benefits, fraudulently or from modification or postponements of contracts celebrated with the public administration, without authorization in law, in the bid invitation or the respective contractual instruments; or

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- (j) Manipulate or adulterate the economic-financial balance of the contracts entered into with the public administration.

4.2.3 Interference during the investigation or inspection of Public Bodies, Entities or Agents

The Brazilian Anticorruption Law also establishes as illegal the action of trying to hamper the investigation or inspection of public bodies, entities or agents, or intervene on their actions, including inside regulatory agencies and the act of inspection of the national financial system, as well as obstruction of justice.

5. ASVOTEC AND ITS COLLABORATORS' OBLIGATIONS

5.1 Collaborators' duties

- 1) Comply with the duties expressly assumed in the individual contract of working with zeal, attention and professional expertise;
- 2) Obey to the orders and instructions arising from hierarchical superiors;
- 3) Suggest measures towards better effectiveness of the service;
- 4) Observe the maximum discipline at the workplace;
- 5) Zeal for the order and cleanliness at the workplace;
- 6) Zeal for the good conservation of the facilities, equipment and machinery, reporting the noticed abnormalities;
- 7) Zeal for the guard, conservation and devolution of tools that are provided to you depending on the activity being performed;
- 8) Keep in your private and professional life a compatible conduct with the dignity of the role you are assigned to and the reputation of the company's staff establishment plan;
- 9) Follow the instructions about Work Safety correctly, as well as use and conservation of the Individual Protective Gear (IPG) and Collective Protective Gear (CPG) provided by the company;
- 10) Use the established means of personal identification (Name Badge);
- 11) Contribute with the company and teammates cultivating the fellowship and mutual fidelity spirit upon the realization of the services on behalf of the company's objectives;
- 12) Come to work with hair and beard trimmed and uniform in perfect condition;
- 13) Present yourself in the workplace with proper clothing, in normal hygiene and safety conditions;
- 14) Inform the Human Resources about any modification on your personal info such as: civil and military status, increase or reduction of family members, change of address, change of phone, children marriage, etc.;
- 15) When going on vacation, changing salary or role, the collaborator must deliver his work permit to the Human Resources Department for an update;
- 16) Show the name badge and volumes or packages ported, when requested;
- 17) Respect the honor, good reputation and physical integrity of everyone who you keep contact with in the workplace;
- 18) Answer for losses cause to the company, with or without intent, for example as: evasion of taxes and apprehended objects, damages and faults on materials under your responsibility or subjected to inspection, miscalculation against the company, etc.;
- 19) Keep secrecy of everything given to you during the course of your tasks, not revealing directly or indirectly, to others, what the facility's management declares to be confidential;
- 20) Observe and zeal for the fulfilment of this regulation, as well as circulars and notices distributed or fixed around the company;
- 21) Comply with the Work Norms and Procedures aimed at the organization, health, safety, environment and quality.
- 22) Request prior authorization of your immediate superior to bring any kind of food or drinks, to celebrate events / celebrations inside Asvotec's facilities;

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5.1 Anti-bribery Obligations

Except if expressly authorized in this Program, none Collaborator must pay, offer, and promise, provide or authorize the payment or provision, directly or indirectly through any other individual or legal entity, of any kind or value to a Government Agent. Before getting into any activity that might arouse questions about the fulfilment of the Anticorruption laws, the Collaborators must consult the Compliance Manager and proceed as determined accordingly to this Program.

The Collaborators, individually, have the responsibility of knowing if any specific person that they are doing business with in the name of Asvotec is a Government Agent or if any other individual or legal entity that they are doing business with is a Government Authority or represents one.

In case of doubt regarding the identification of Government Agents and Government Authorities, the Collaborators must always search for guidance with the Compliance Coordination, which alongside with the **Compliance Commission** will analyze the case. In order for it to work effectively, this Program requires the proper identification of such individual and legal entities.

In addition to the ones mentioned, the Collaborators have as commitment of conduct:

- (a) Act accordingly to the public policies, without concessions to any interest interferences and private, party or personal favoritism, both on corporate decisions and role occupation;
- (b) Repudiate and report to the proper channels any kind of corruption, bribery, kickback, and influence peddling;
- (c) Do not use the work time, position, role, and administrative influence for personal interest activities or to achieve favoritism for yourself or others;
- (d) Do not offer or accept gifts, privileges, payments, loans, donations, services and other sorts of benefits, for yourself or any other person (Check item 6);
- (e) Do not be part of a negotiation that might result in personal advantages or benefits characterizing actual or apparent conflict of interests for the Collaborators involved, from both parties; and
- (f) Do not accept or offer gifts, gratifications or advantages, even if considered preferential treatment to or from any customers, suppliers, service providers and other partners related to Asvotec's businesses of interest (Refer to item 6).

Specifically, each Collaborator whose obligations might take them to the involvement or exposition to any of the areas covered by the Anticorruption laws must be familiarized with the Anticorruption Laws to avoid inadvertent violations and acknowledge possible issues in time to treat them the adequate way.

For each Collaborator it will be requested to fill and sign, when hired, a Receipt Declaration of the Collaborator Guide, confirming to have received it, have full understanding of its content and is committed to fulfil it.

For the Collaborators involved in areas considered risky such as sales, purchases, contracts, accounting, Financial, HR and the company's attorneys as well as any other Collaborators, that interact with Government Authorities or Government Agents in the name of Asvotec, or that exercise their duties involving the interface with customers, due to the inherent risk to the Anticorruption Laws resulting from their activities, as determined by the Compliance Commission, they will be asked to fill and sign a Receipt Declaration annually. These Receipt Declarations will be part of the Collaborator's handbook.

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The Collaborators must immediately report to the Compliance Commission, any violations considered suspicious or real for the applicable law, regulations or this Program (regardless of them being based on personal knowledge). After presenting such report, the Collaborator has the duty to update it as soon as new information comes up.

The Collaborators have the duty to cooperate fully with the investigations done by Asvotec about questions or conducts in the terms of this Program and to keep secrecy of the investigative information, unless specifically authorized to disclose such information.

Each Collaborator will be considered personally responsible for knowing and collaborating with the implementation of this Program and comply with their own responsibilities as specified in this document and in the orientation given by the **Compliance Commission**.

5.2 Requirements of Books and Records

Asvotec must keep the precise and complete books of the company. The transactions must be immediate or correctly recorded in the books according to the practices and accounting principles of Asvotec.

Among other thing, the Collaborators must be aware that the company has the due care to ensure that:

- (1) Books, records and accounts be kept with reasonable details in order to reflect the transactions and disposal of assets in a precise and regular way; and
- (2) An internal accounting control system set up to:
 - (a) Provide reasonable warranties that the transactions are done accordingly to the administration's authorization;
 - (b) Ensure that the assets are recorded as needed to allow the preparation of financial demonstrations and keep the assets accounting;
 - (c) Demand the administration's authorization to access the assets; and
 - (d) Verify if the assets accounting is compared to the existing assets on reasonable intervals and if the proper measures are taken in regard of any differences.

Asvotec must ensure that every disclosure in reports and periodical documents archived in government bodies or transferable securities regulatory bodies and other announcements made to the public are complete, precise, in due time and comprehensible. This obligation applies to every Collaborator, including financial and accounting executives, with the responsibility on preparing such reports, including draft, review and signature or authentication of the information contained thereon. The respect to the Compliance norms will require work in an environment with open communication that does not endanger the exclusive sources and questions regarding confidentiality.

5.3 Noninterference on processes of Bidding, Hiring with the Public Management or interference on the investigation or inspection of Public Bodies, Entities or Agents

Asvotec and its Collaborators must always act in a transparent and honest way with any and all processes and procedures that involve biddings or hiring with the public management, either on the domestic or foreign scope. Asvotec must only submit documents, information and business proposals that are believed to be

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real, complete and that represent the best market practices. Asvotec will ensure its cooperation with their Collaborators regarding investigations and financial inspections conducted by regulatory bodies, entities or agents and the national financial system through the provision of information and presentation of documents essential for the investigations and inspections.

6. ENTERTAINMENT AND GIFTS

The provision of entertainment and institutional gifts to individual and legal entities that work with Asvotec is allowed, since this entertainment is not excessively expensive and the given gift have a modest value. None of them shall exceed the usual limits of the business standards on the local market. Care must be taken to ensure that the entertainment or gift is not understood as bribery or inadequate induction by the person receiving it. Specific rules must be observed regarding the offers of entertainment and institutional gifts to Government Agents.

6.1 Entertainment and Institutional Gifts to Government Agents

Except as described above, Asvotec must not pay, offer, promise, provide or authorize the payment or provision, directly or indirectly, through any other person or company, of something of value to a Government Agent.

All entertainment or institutional gift to be given for a Government Agent must be previously authorized by the Compliance Coordination, unless it is accordingly to the following criteria:

- (a) The total value of the entertainment or institutional gift to a Government Agent must be lower than the value established by the Brazilian Court of Audit or similar body. The referred value for the entertainment or institutional gift must be up to R\$ 100,00 (a hundred reais);
- (b) The total value of the entertainment or institutional gift represents a normal professional courtesy, for example, the payment of a meal or share of the taxi fee. Such value cannot be considered, in a reasonable way, as an improper incentive and must have a legitimate business purpose. In other cases (for example, the payment of trip and accommodation expenses for Government Agents), the prior approval of the Compliance Coordination is needed. The **Compliance Commission** will review the circumstances of the requests, in order to ensure that the entertainment or gift do not suggest, imply or create an improper incentive, violate the Anticorruption Laws or Asvotec's policies or reflects negatively about their reputation.

7. POLITICAL CONTRIBUTIONS

It is understood as illegal, according to the Brazilian law, that Asvotec and Collaborators in administrative roles contribute for illegal parties or candidates in the name of Asvotec. In addition to this, even when the political contributions are legal, Asvotec's policy determines that its resources shall not be used for the purpose of contributing to political parties or candidates.

In cases where the practice of the political contributions is considered legal and adequate in term of the local applicable regulation, the Collaborators, acting exclusively on their behalf, can contribute in their own name and since they do not have the intention to influence a determined Government Agent, Syndicate, candidate, or political party to benefit the company.

8. DONATIONS TO OTHERS

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Asvotec is in favor of the contribution towards the communities in which it operates. Asvotec stimulates and allows donations for charity, educational, research and other institutions, but it is required to prove that such donations do not mask illegal payments to Government Agents. All the donation requests must be followed by a written description of the institution, including the name of the people hired and any probative documentation. Before authorizing any donation, Asvotec must confirm that the institution is officially acknowledged and is not an entity controlled by, or beneficial to Government Agents. Before any donation, the **Compliance Coordination** must verify if the payment does not infringe any of the local rules, norms and regulations and keep the proper record. Asvotec will keep every request and donation records for a period of 10 (ten) years.

9. CONFLICTS OF INTEREST

Collaborators and Suppliers / Representatives must not exercise any role or activity that might create apparent or real conflict of interests. It will be considered, for the sake of this Guide, that the conflict of interests might come from relationships with Government Authorities or Public Agents, or when derived from any relationships where it can be assumed that Asvotec obtains improper advantage or influence. The Collaborators and / or Suppliers / Representatives must immediately report potential conflicts, real or apparent, to the **Compliance Coordination**.

10. SUPPLIERS, ASSETS OR SERVICE REPRESENTATIVES, AGENTS, BROKERES OR OTHER INTERMEDIARIES

The professional integrity is a pre-requirement for selecting and hiring Suppliers / Representatives and for the purposes of item 10 of this Guide, will still be considered as Suppliers / Representatives, the Asset and Service Representatives, Agents, Brokers and other intermediaries.

In relation to your work alongside Asvotec, the Suppliers and Asset and Service Representatives are prohibited to offer, promise, authorize or make any money payment or any kind of benefit in any way or value, directly or indirectly, to any Government Agent, with the intent of influence any act or decision of that Government Agent in favor of Asvotec or any other party, or to induce the Government Agent to practice or stop practicing any act that involves the violation of their legal obligations, with the purpose of achieving or hiring businesses, forwarding businesses to any person, or ensuring an inadequate advantage for Asvotec or any other party. The Suppliers / Representatives are responsible to know if determined person is a Government Agent, and in case of any doubt, they must seek for the guidance of the Compliance Coordination.

10.1 Investigation

Before the effective date of the hiring of new Suppliers / Representatives, they must go through the analysis of the Compliance Commission, to ensure that their nomination or payment will not result in any violation risks to this Program. The information will be obtained through a Financial / Qualification analysis of the documents received from the supplier, who will approve or deny the results.

The **Compliance Commission** must keep a folder containing the analysis of each Supplier / Representative (G/avaliação_fonecedores) and must save it for a period of 10 (ten) years after the end of the relationship with the Supplier / Representative.

11. PENALTIES

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11.1 Brazilian Civil Code

In Brazil, the Collaborators can be prosecuted for Active or Passive Corruption, under the terms of the articles 333 and 317 of the Civil Code, respectively. In both cases the Collaborator will be subjected to a maximum penalty of 12 years in prison and fine, without loss of its accountability on civil and administrative spheres, under the terms of the applicable law.

11.2 Brazilian Anticorruption Law

In case of active corruption, the Brazilian Anticorruption Law establishes that, in regard of the administrative sphere, a fine applicable to the legal entities considered responsible, valued between 0.1% and 20% of the gross invoicing of the last fiscal year prior to the administrative conviction. If it is not possible to utilize the invoicing value, the fine will vary between R\$ 6.000,00 and R\$ 60,000,000.00. It is important to notice that the fine imputation, do not exclude the obligation of integral repair of the damages perhaps caused to public management, neither the judicial accountability of the company and the ones involved.

In relation to the judicial sphere, the legal entities considered responsible might be convicted: (a) to the loss of assets and values related to the illegally obtained advantage; (b) the suspension of their activities; (c) the compulsory dissolution; and (d) prohibition to receive financial incentives and loans from public entities or bodies for a period of at least 1 to 5 years.

The Brazilian Anticorruption Law also provides the accountability of controllers, controlled, colligated companies or, inside the scope of the respective contract, the ones consortium jointly by the practices of the acts provided in this law, restricting such accountability to the obligation of paying the fine and repair. Therefore, the Brazilian law strengthens the importance of the fulfilment of this Program by the Asvotec Company.

As described above, the Brazilian Anticorruption Law also stands out for determining the objective accountability of the legal entity on both civil and administrative spheres. Consequently, the public authorities do not need to demonstrate that the legal entity acted with guilt or had the intention to practice the harmful act, the only thing needed is that the act have happened, for the company to be considered accountable. However, it is relevant to mention that the penalty for the legal entity do not exclude the accountability of its executives or managers or any other person that had participation in the infraction.

Finally, the Brazilian Anticorruption Law applies to every corruption or bribery acts that involve Government and / or any person related to such Government Agents.

11.3 Internal Penalties

For the collaborators that violate the rules, the following penalties will be applied:

- Verbal warning;
- Written warning;
- Suspension; and
- Dismissal (with or without just cause).
- If needed, the Administrative Process will be instituted, that may or may not, be forwarded for legal analysis and for the Judicial sphere.

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The penalties application is impartial being a determination of the company and the **Commission** will have to apply them, fulfilling the Compliance rules.

12. REPORTING CHANNEL

All Collaborators or Representatives from the Company Asvotec must report any violations or suspect violations to this Program and / or the Anticorruption Laws. Asvotec will establish a process to protocol claims and reports done by employees regarding violations to the Program, the Anticorruption Laws and / or suspect activities of any kind. The referred claims and reports can be done anonymously through the Site www.asvotec.com.br/compliance and the e-mail: ouvidoria@asvotec.com.br. Asvotec is thankful for the support of getting reports, indications or reports, which will be used to improve the company's management, and ensures that there will not be any retaliation and assures that no Collaborator will be a target of reprisal regarding any information provided with goodwill.

13. RISK MANAGEMENT

Through audits of the areas that are going to be carried out by the members of the **Compliance Commission** the areas considered risky such as **sales, purchases, contracts, accounting, financial and HR**, annually will be mapped situations and factors that can ease, camouflage or contribute to the practice of harmful acts against Asvotec's management.

14. TRAINING

The Program training is mandatory and will be delivered to the Collaborators, Suppliers / Representatives, Senior Management, Attorneys and areas considered risky that exercise roles involving the interface with customers and suppliers, that interact with Government Authorities or Government Agents in the name of Asvotec and any other Collaborators due to the risk of Anticorruption Law violation resulting from their activities, as determined by the **Compliance Commission**. Update training sessions will be carried out whenever they become necessary.

15. ADDITIONAL INFORMATION

Any questions about this Program must be forwarded to the **Compliance Commission**, through the e-mail ouvidoria@asvotec.com.br.

A copy of this Program will be available on our site www.asvotec.com.br/compliance in the internet so that our Collaborators and Suppliers / Representatives can consult whenever they need.

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RECEIPT DECLARATION

I confirm the receipt of my personal copy from Asvotec's **Compliance** Program - *Compliance* Guide regarding the Anticorruption Laws. I understand that each Collaborator (representative) is responsible for knowing the principles and standards of this Program and is committed to adhere to them.

Signature: _____

Name in capital letters: _____

Date: _____

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Declaration

I verify that:

In relation to any business that involves Asvotec directly or indirectly, I declare to not know and have a reason to not know any Director, board member, collaborator and supplier / assets and services representative that have offered, promised, carried out or authorized, directly or indirectly, to any Government Agent, with the purpose of influence or induce any act or decision of such Government Agent to practice or stop practicing any act the involves the violation of their legal obligation, or to ensure an improper advantage with the purpose of achieving or hiring businesses or forwarding businesses to any person.

Likewise, I commit to immediately report to Asvotec in case I get to know of any future facts or acts, such as the ones described above, made with the purpose of pulling apart the application of this law, most specially with the objective of obtaining businesses and / or illicit advantages, through a deal, offer, promise or effective payment of any values and / or benefits to a Public Agent of any sphere of power

I report to have full knowledge of Asvotec's Supplier Conduct Guide.

Presented by:

Signature: _____

Name: _____

Position/Role: _____

Date: _____

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Glossary

Government Agent –Asvotec’s program, as an example of the laws of most jurisdictions, prohibits any kind of bribery, what makes the interaction with government agents, listed below, regardless of their hierarchical position or hierarchical degree, they must be approached carefully.

According to *FCPA*, the terminology “Government Agent” includes employees from all government levels, regardless of it being federal, state, or municipal. The definition of government agent is vast and includes:

-Employees, managers or suppliers / representatives that act in official character or in the name of: (a) a national government, a political subdivision of such government; (b) body, council, commission, court or agency, civil or military, of any of the beings mentioned above, regardless of its constitution; (c) association, organization or company own or controlled by the government; or also (d) political party, whose group is denominated “Government Authority”;

– Employees that work at legislative, administrative or judicial bodies must be elected or nominated;

– Managers or individuals that occupy positions in political parties;

– Candidates to political positions;

– managers or employees form supranational organizations such as, World Bank, United Nations, International Monetary Fund, OECD, CAF, among others; or

– Any other person related or associated, including through direct relationship, with any of the categories above.

It is also needed to include, in compliance to the “homeland legislation”, the definition of:

Public Agent – person that represents someone who exercises, whether temporarily or without remuneration – through election, nomination, designation, hiring or any other way of investiture or bond – mandate, position, job or public role in bodies, state authorities or diplomatic representations, directly or indirectly, through public power of a foreign country or in international public organizations.

Gift – It is a promotional object of communication, without commercial value, usually showing trademarks. It is targeted to specific audiences of relationship, aiming at the fulfilment of institutional objectives and to enhance the business image.

Compliance or Conformity – the term “*compliance*” originates from the verb “*to comply*” and, in this scenario, it means to act accordingly to a rule, internal instruction, command or request, in other words, “*to be in compliance*” is to be in *conformity* with the external and internal applicable laws and regulations. To keep the company in conformity, it is necessary that it prevent and detect discrepancies between laws and regulations, internal or external, which exist in the company’s processes and in its businesses, resulting from the action of its employees and other agents.

Corruption – action, direct or indirect, consistent in the authorization, offering, promise, request, acceptance, delivery or receipt of improper advantage, from an economic nature or not, involving public agents or not, with the objective of practicing or stop practicing determined act. The conduct must only be tried.

The corruption can be:

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– **Active:** action, direct or indirect, consistent on authorizing, offer, promise or deliver an improper advantage, from an economic nature or not, involving public agents or not, with the objective of practicing or stop practicing determined act.

– **Passive:** action, direct or indirect, consistent on authorizing, requesting, accepting or receiving an improper advantage, from an economic nature or not, involving public agents or not, with the objective of practicing or stop practicing determined act.

Ethical – group of principles and references that regulate the moral conduct of individuals, groups, institutions, organizations, communities, societies, populations, nations, etc., seeking to be universally valid.

FCPA (Foreign Corrupt Practices Act)– American federal law created to curb the payment, offer or payment promise of a monetary amount or any other value asset to candidates of government positions, foreign political parties, public employees, the authorities, with the intent of obtaining an improper advantage, obtain or retain businesses or some other kind of differential treatment in business transactions.

The law also requires that the companies keep their books and records in a way that they reflect all of their transactions with clearness and accuracy and maintain an internal accounting control system accordingly to the determined standards.

Fraud – any action or intentional omission with the intent of harming or deceiving other person, capable of resulting in loss to the victim and / or improper advantage, patrimonial or not for the author or others. It is also characterized by the false declaration or omission of material circumstances with the intent of leading or inducing third parties to a mistake.

Hospitality – usually comprehends travel by air, sea and / or land, accommodations, food and receptive services, related or not to entertainment events.

Joint Venture – the expression “*joint venture*” means “union with the risk”. It refers to a type of association where two entities unite to benefit from an activity, for a limited time, without them losing their own identity. By this definition, any society, even involving individual entities, could be classified as *Joint Venture*. However, the expression has become most popular to define the association between two companies.

Kickback – can be the payment, gift or a favor offered or awarded with the objective to pervert the judgement of influence on the conduct of another person that is in a trustworthy position.

Public power – institutions and bodies that exercise legislative, executive or judiciary roles, in the countries and regions which Asvotec acts, as well as entities that work in the global governance scope.

Bribery – is a form of corruption and a synonym of “kickback payment” and of “active corruption”. It means the offer of an improper advantage, in cash, assets or any other value thing in exchange of an illegal or dishonest action, with the intent of influencing someone (public or private agent) on the performance of their roles. There is also bribery when it is needed that the interlocutor (public or private agent) stops practicing an act which, by competency or profession, should be practiced.

Risky Areas – areas that are favorable to operational and financial risks.

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