



# **ANTI-CORRUPTION AND GOOD PRACTICES POLICY**

**Version: 001.P-AGP.ALF: EN/US**

**Date: 10 de outubro de 2022**





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**I. DECLARATION**

Inspired by the provisions introduced to the Brazilian legal framework by Law 12.846/2013, the Amorim Law Firm's anti-corruption policy aligns and complements the provisions of **ALF**'s Code of Ethics and Conduct. It is a commitment undertaken by both **ALF** and all its Professionals, extended to their relationship with Partners and clients. Law 12.846/2013 establishes the objective, administrative, and civil accountability of legal entities for acts against the Public Administration, whether national or foreign, committed by their representatives, while also prohibiting acts of corruption in all their forms, including facilitation payments and fraud.

Thus, the Anti-Corruption Policy signifies our dedication and effort to comply with anti-corruption laws, providing a broader definition of what constitutes acts of corruption. It outlines the responsibilities for disclosing potential situations related to acts of corruption involving **ALF** and its Professionals, both actively and passively, as well as what actions to take upon discovering acts of corruption within our **Partners** and clients. Supplementary materials can be found in **ALF**'s Policy Database [<https://www.amorimlawfirm.com/termos-legais-privacidade>], along with this document, which will be subject to periodic dissemination and updates.

The significance of this document lies in preserving the integrity of **ALF**'s conduct and aligning its actions with its values and mission. Acts of corruption involve making promises, offers, or payments of any sum of money or other favors to induce a public or private sector agent to behave unethically in their professional duties, also known as bribery.

Corruption is a crime in Brazil and in numerous other countries where **ALF** operates, given its international activity. Corruption exposes both **ALF** and its Professionals to the risk of legal proceedings, administrative penalties, fines, and imprisonment. Failing to implement proper procedures to prevent acts of corruption by **ALF** Professionals or anyone acting on behalf of **ALF**, regardless of where the act occurs, exposes **ALF** to the risk of fines and exclusion from government contracts. It also exposes **ALF** to significant reputational harm. Additionally, many clients request that **ALF** confirm the adoption of proper procedures to prevent any acts of corruption or facilitation



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payments during the execution of their activities. This Policy applies to all **ALF** Professionals and their activities in both the public and private sectors, nationally and internationally, as well as to their suppliers and service providers.

Hence, through this Policy, the Amorim Law Firm commits to: (i) take appropriate actions against acts of corruption, including reporting the incident to the relevant management for proper investigation, as well as to the regulatory agency and/or appropriate law enforcement entity; (ii) take internal disciplinary action against the involved Professionals; and/or (iii) terminate partnership contracts or client relationships. All **ALF** Professionals, including those in administrative roles, its Partners, Directors, and other professionals providing client services, as well as its Partners, must periodically confirm, and whenever modified, their understanding and compliance with this Policy and the provisions of Law 12.846/2013.

## II. ANTI-CORRUPTION AND GOOD PRACTICES POLICY TERMS

### 1. ACTS OF CORRUPTION

Although **ALF** operates in an environment where its Professionals often work in other jurisdictions and the specific definition of corruption and the scope of prohibitions may vary from country to country, the enforcement of anti-corruption legislation is becoming increasingly global. Law 12.846/2013 applies to governmental organizations both within and outside Brazil, so the practice of an act of corruption may still be subject to legal action even if it occurs beyond the borders of the country.

The laws of many countries focus on corruption as the bribery of public or governmental officials and broadly define these terms. For this reason, this Policy also adopts a comprehensive definition of the concepts of bribery and public authority. In this context, a public or governmental authority includes any minister, elected or appointed official (for example, a public servant in the Judiciary, Legislative, or Executive branches), holders of commissioned positions, civil service employees, as well as candidates for public office and members of the military, border patrol, or police forces. Furthermore, it may also include a counselor, executive director, or employee of any state-owned enterprise or non-governmental organization, as well as individuals working in the private sector, politically exposed persons, and those linked to any of the aforementioned individuals, including family members and relatives.

It's worth noting that acts of corruption can occur in other sectors, such as the private sector, and may not involve bribery but other types of harmful acts. These behaviors are equally prohibited under the terms of this Policy. Thus, regardless of whether the Professionals of Amorim Law Firm work in Brazil or another country, they must refrain from engaging in acts of corruption.

Consequently, **ALF** and its Professionals are prohibited from directly or indirectly offering, paying, donating, requesting, or accepting bribes in any form. This includes facilitation payments, which



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are understood as acts or effects of seeking to reduce difficulties through means not expressly authorized and duly regulated by law, by **ALF** Professionals when conducting business for the firm.

**ALF** Professionals are also not permitted to give money or anything of value (goods, services, or facilities) to any person, from both the public and private sectors, or offer services, accommodations, confidential information, or favors in exchange for undue advantages for themselves or **ALF**. This rule applies equally even if the money or item has been requested or is not expressly given to influence a favorable decision or obtain an improper advantage, but the circumstances indicate it is likely that all or part of the money or valuable item will influence the recipient, or it will be given to another individual with the intent to influence their actions or the actions of authorities to gain a commercial advantage.

Any **ALF** professional who receives a request for a bribe or practices any other corrupt act must immediately report this fact to the Office's Management.

This Policy applies to all activities of **Amorim Law Firm**, to all **ALF** Professionals, as well as to all its Partners, including activities that are carried out in partnership. We emphasize that **ALF** is committed to complying, in addition to this Policy, with all other laws, regulations, and standards of ethics and integrity applicable to its conduct.

## 2. ANTI-CORRUPTION AND BEST PRACTICES OBLIGATION

2.1 **ALF**, its Professionals, **Partners**, and clients, as well as shareholders, associates, collaborators, or anyone acting on their behalf or on behalf of **ALF** or its **Partners** MUST NOT:

- A. Have used or use Company/Personal resources for financing illegal activities or for contributions, gifts, entertainment activities, or political activities that by law or by the Code of Ethics of the profession they were obligated not to finance;
- B. Have engaged or engage in actions intended to facilitate an illegal offer, payment, or promise to pay, as well as have approved or approve payments, donations of money, property, gifts, or any other valuable items, directly or indirectly, to any "government official" (including any officer or employee of a government or entity owned or controlled by a government or international public organization or any person acting in the capacity of a government representative or political party candidate) to influence any political action or obtain an undue advantage in violation of applicable law;
- C. Exploit (I) child labor; (II) any form of forced labor or slavery-like practices; or engage in hiring/acquiring products and/or services from individuals or legal entities that directly or indirectly engage in the aforementioned prohibited practices.

2.2 Furthermore, **ALF**, all **ALF** Professionals, as well as all **ALF**'s Partners MUST:

- A. Conduct their activities in compliance with applicable anti-corruption laws to which they may be subject, and if necessary, establish and continue to maintain policies and procedures designed to ensure ongoing compliance with these standards.
- B. Always strictly adhere to the Anti-Corruption and Good Practices Obligations.



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- C. Monitor their members and individuals or entities acting on their behalf or in their name to ensure compliance with these Obligations.
- D. Indicate in all their actions, transactions, and negotiations that they demand compliance with the Anti-Corruption and Good Practices Obligations.
- E. Be a reputable individual or legal entity, ensuring the possession and maintenance of all records, public authorizations, and other necessary documents for the proper performance of their activities.
- F. Adopt the highest ethical standards of conduct in conducting their activities, following international norms and Brazilian legislation for the conducted activity.
- G. Immediately and in writing inform the **ALF** Management of any violations related to the Anti-Corruption and Good Practices Obligations that are eventually identified in the conduct of **ALF**, its Professionals, **Partners**, and/or Clients.

### 3. TYPES OF ACTS OF CORRUPTION

#### 3.1 Bribery

"Bribery" means the offering, promise, donation, receipt, solicitation, or acceptance of financial advantage or other benefits, or anything of value, with the intent to influence the manner in which a person in a position of trust carries out public, commercial, or legal functions, as well as makes decisions. Bribery includes any attempt to engage in the aforementioned activities.

Bribery is a prohibited and criminalized practice worldwide, and it can expose **ALF**, its Professionals, and **Partners** to substantial fines, imprisonment and termination of business operations, employment or partnership relationships.

#### 3.2 Facilitation Payment

"Facilitation payment" is the provision of a sum of money, regardless of the amount, to someone as a means to ensure that a particular service is carried out more quickly, advantageously, or even avoided, provided that such payment is illegitimate or not lawful and/or regular. Common examples of this practice may include small payments to expedite routine government actions or to prompt authorities to expedite customs or visa clearance processes, or to prioritize procedures involving specific goods. Facilitation payments are also considered bribery and are therefore prohibited under this Policy.

#### 3.3 Bidding

This is the way in which the Public Administration seeks to contract the best proposal for the lowest price, while observing constitutional principles of morality, impartiality, equal treatment, and opportunities that enable fair competition among companies interested in providing services to the Public Administration.



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Law 8.666/2013 lists the following types of bidding:

- **Lowest price:** The most advantageous proposal with the lowest cost to the public administration wins;
- **Best technique:** The proposal with the best technique wins, accepting the value of the lowest proposal among those with the minimum technique required in the notice or invitation letter;
- **Technical and price:** Proposals are evaluated based on a score that considers both the technical aspect and the price (with weights in the score composition as defined in the notice or invitation letter), and the one with the highest score wins;
- **Highest bid or offer:** in the case of the sale of goods (only in auction or competitive bidding).

In this regard, any price arrangement with other participants in any bidding process for the purpose of dividing the contracted object among participating companies is strictly prohibited. Furthermore, it is important to emphasize that Law 12.846/2013 even encompasses undue interference in public tenders, including attempts to steer the bidding process, an action which is prohibited under all circumstances.

It is also expressly prohibited:

- A.** To frustrate or defraud, through arrangement, collusion, or any other means, the competitive nature of a public bidding procedure;
- B.** Prevent, disturb, or defraud the execution of any act in a public bidding procedure;
- C.** Exclude or attempt to exclude a bidder, through fraud or offering any type of advantage;
- D.** Defraud a public bidding process or the resulting contract;
- E.** Create, through fraudulent or irregular means, a legal entity to participate in a public bidding process or enter into an administrative contract;
- F.** Obtain undue advantage or benefit, fraudulently, from modifications or extensions of contracts entered into with the public administration, without authorization by law, in the bidding documents of the public tender or in the respective contractual instruments; or
- G.** Manipulate or defraud the economic and financial balance of contracts entered into with the public administration.

### 3.4 Acts in Financial Administration

This refers to any initiative related to the creation of processes to conceal or legitimize illicit financial resources, such as:

- A.** Non-accounting or improper accounting of financial resources, as well as failure to report them to the competent oversight bodies of the Executive Branch, in an attempt to create off-the-books funds, money laundering, or tax evasion;
- B.** Unusual forms or complex patterns of payments;
- C.** Unusual transfers to/from unrelated countries to the transaction;



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- D. Any transactions involving locations previously associated with money laundering or tax evasion.

### 3.5 Giving of Gifts, Presents, Entertainment, and Hospitality

**ALF** Professionals, as well as their **Partners**, shall not, under any circumstances, promise, offer, give gifts, entertainment, or anything of value to a public official, client, third party, or anyone else, with the aim of influencing decisions or seeking any form of personal, financial, or non-financial gain, whether direct or indirect.

### 3.6 Provision of services or transfer of confidential data and information

This refers to the conduct of **ALF** Professionals or **Partners** offering public authorities or third parties the provision of their specialized or non-specialized services, or collecting and sharing, transferring, or disclosing personal data or confidential information from **ALF**'s database in exchange for undue advantage. In the latter scenario, in addition to the rules stated in this Policy, the rules of **ALF**'s Confidentiality and Information Security Policy also apply.

### 3.7 Acts Considered Harmful to Public Administration

Acts Harmful to Public Administration, whether national or foreign, are those committed by legal entities and their Professionals that violate the national or foreign public assets, principles of public administration, or international agreements signed by Brazil, as defined below:

- A. Active corruption - promising, offering, or giving, directly or indirectly, undue advantage to a public official or a third party related to them.
- B. Financing Harmful Acts to Public Administration - substantiated financing, funding, sponsoring, or in any way subsidizing the commission of illicit acts as provided for by Law 12.846/2013.
- C. Use of Intermediary Person for Committing Harmful Acts - substantiated use of an intermediary natural or legal person to conceal or disguise one's true interests or the identity of beneficiaries of the committed acts.
- D. Harmful Acts related to Bidding and Contracts - regarding bidding and administrative contracts, special attention must be paid by all Professionals encompassed within these concepts, including Partners, other Professionals, and service providers, regarding their involvement in bidding procedures.
- E. Obstructing the investigation or oversight of Public Administration or interfering in its operation - impeding the investigative or oversight activities of public entities or officials, or intervening in their operation, including within the scope of regulatory agencies and entities overseeing the national financial system.





#### **4. EXCEPTION**

**ALF** professional will not breach this Policy in relation to any payments made for reasons of personal security, defense, and protection of themselves or their family members. Whenever feasible, such payments may be made after consulting with the **ALF** Board. In cases where consultation is not possible, such payment and all related circumstances must be reported to the Board immediately following the incident, or as soon as reporting does not pose a risk to the Professional's security (see Section 8).

This exception does not absolve the legal implications arising from the committed act.

#### **5. SCOPE OF LAW 12.846/2013 AND THE POLICY**

The Law No. 12.846/2013 applies to all individuals who have contact with Public Institutions and its Agents, both nationals and foreigners, regardless of whether it was through a Competitive Bidding Procedure or not. To this end, the law outlines, in Article 5, a list of acts considered harmful to public administration that will lead to sanctions. These aspects have been addressed throughout this Policy.

Furthermore, Law No. 12.846/2013 aims to fulfill international commitments to combat corruption signed by Brazil, and it also closes a gap in the country's legal system by directly addressing the conduct of corruptors. The Anti-Corruption Law stipulates penalties, including administrative fines - up to 20% of the company's gross revenue or 60 million Brazilian Reals, if it's not possible to calculate gross revenue - the leniency agreement instrument, which allows for expedited damage reimbursement, as well as investigative leverage. In the judicial sphere, it may even lead to the compulsory dissolution of companies or other legal entities.

Moreover, the Law establishes that liability for acts of corruption is objective, meaning that establishing a link between the result and the harmful conduct is sufficient to establish liability, without the need to assess the fault of the offending party.

This Law goes beyond territorial limits and applies even if an act involving a foreign public agent is committed. A foreign public agent is defined as an individual who, even temporarily or without remuneration, holds a position, job, or public function in state bodies, state entities, or diplomatic representations of a foreign country, as well as in legal entities controlled directly or indirectly by the public authority of a foreign country or in international public organizations.

However, it is important to emphasize that the **ALF** Policy not only encompasses the principles of Law No. 12.846/2013 but also extends beyond the scope of this regulation. The policy defines other acts of corruption that are explicitly prohibited and may also be subject to other legal sanctions not mentioned in the Anti-Corruption Law. Furthermore, this Policy covers acts of corruption committed



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among private individuals, in contractual or non-contractual relationships, as individuals or legal entities, agents, companies, or business groups, that do not hold public functions. The **ALF** Anti-Corruption and Good Practices Policy aims to ensure the highest ethical standards, with international reference, in its conduct and in the conduct of its Professionals, Partners, Subcontractors, and clients, regardless of their roles or country of origin.

### 6. MONITORING OF ACTIVITIES THROUGH BOOKS AND RECORDS

Amorim Law Firm adopts as a Policy to maintain records that accurately and correctly reflect all its transactions. **ALF** Professionals, when preparing documents or records for **ALF**, must adhere to all internal controls, practices, and procedures, as well as applicable standards and practices for the disclosure of accounting and financial information.

False, misleading, or artificial entries should not be made in any way, including the concealment of the purpose or nature of payments, gifts, or representation expenses – both given and received. These artificial entries could encompass mischaracterizing an improper payment with vague or false titles or designations, for example, commission payments, business development fees, or processing fees, recorded as legitimate expenses when, in fact, they are not.

An artificial entry could also involve the improper allocation of a payment to other costs, inflating the recorded value, or lacking explanations for a specific payment or receipt.

### 7. DUE DILIGENCE ON THIRD-PARTIES

To protect **ALF** and its Partners against the risk of offered bribes or acts that violate Law 12.846/2013, it is the responsibility of **ALF** Professionals, as well as Partners and their professionals, when engaging agents, consultants, or third parties to perform acts on behalf of **ALF** or the Partner, to conduct an appropriate due diligence process to ensure satisfaction that **ALF**'s agreements for commissions or fees will not be used for bribery or unlawful purposes.

**ALF** Professionals should also take the necessary actions to reasonably ensure that agents, consultants, and other third parties who will act on behalf of **ALF** understand and comply with **ALF**'s Anti-Corruption and Good Practices Policy and Law 12.846/2013.

Further guidance on our relationship with third parties, our Code of Ethics and Conduct, and other relevant Policies can be found in supplementary materials available in the institutional policy base [<https://www.amorimlawfirm.com/termos-legais-privacidade>].



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### 8. REPORTING AND DISCLOSURE OF CASES OF CORRUPTION AND VIOLATION OF GOOD PRACTICES

**ALF** Professionals, **ALF** Partners, clients, and subcontractors should express/report their concerns regarding potential issues or suspicions of acts of corruption and/or violations of Good Practices, whenever:

- A. They suspect that any other **ALF** Professional, Partner, client, or any other Professional acting for or on behalf of **ALF** or its **Partners** may have engaged in conduct prohibited by this Policy;
- B. They receive inappropriate requests or offers involving payments, even if coming from their superior, that contradict this Policy;

In these instances, the Professional, client, Partner, or subcontractor should contact **ALF's** Board, providing detailed information about the violation or risk of violation of the rules of this Policy.

Any payments made by **ALF** Professionals to a public authority may only be made following a positive opinion from legal professionals and express authorization from the Board.

No **ALF** Professional, Partner, or client shall be penalized for reporting, in good faith, suspicions of misconduct, even if the allegation is not ultimately substantiated. This exception does not absolve the legal implications arising from the committed act.

**ALF's** Policies and methodologies also include processes for reporting cases of discovered illegal activity within a subcontractor, client, or Partner.

Any and all deviations from the principles set forth in this Anti-Corruption and Good Practices Policy must be promptly reported through communication channels [<https://www.amorimlawfirm.com/compliance>] or via **ALF's** contact email [[compliance@amorimlawfirm.com](mailto:compliance@amorimlawfirm.com)].

The Code of Ethics and Conduct provides further information about **ALF's** practices and conduct. Professionals, Partners, and clients are advised to carefully review the Code and other institutional policies for more guidance and direction.