

# ANTI-CORRUPTION AND FRAUD PREVENTION POLICY

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## 1 PURPOSE

This policy provides guidance to the professionals employed by B3 S.A. – Brasil, Bolsa, Balcão and its affiliates and subsidiaries in Brazil and overseas (the company) on the principles and requirements governing their relationships with members and representatives of the public administration and the company's stakeholders in respect of the prevention, identification and combating of corruption and fraud.

## 2 SCOPE

This policy applies to the company's administrators, employees, trainees, suppliers and service providers.

## 3 REFERENCES

The references for this policy are the main national and international normative instruments dealing with the prevention and combating of corruption and fraud, including:

- The UN Global Compact;
- The UN Convention Against Corruption;
- The US Foreign Corrupt Practices Act (FCPA);
- The UK Bribery Act (UKBA);
- The OAS Convention Against Corruption;
- Federal Law 12846 (2013);
- Decree 8420 (2015);
- CGU Ordinance 909 (2015);
- Decree Law 2848 (1940) (Penal Code);

- Integrity Program – CGU Guidelines for Companies;
- ISO 37001:2016 – Anti-Bribery Management Systems – Requirements with Guidance for Use;
- CMN Resolution 3198 (2004);
- CVM Instruction 308 (1999);
- Code of Conduct and Ethics;
- Compliance and Internal Control Policy;
- Whistleblower and Fraud Treatment Rules;
- Anticorruption Rules.

## 4 CONCEPTS

### 4.1 Fraud

For the purposes of this policy, fraud means any act that involves deception, contrivance, misrepresentation or other dishonest means intended to conceal facts or secure unfair or unlawful gain, such as:

- Falsification of documents, brands and products;
- Adulteration of results to meet targets, faking positive results or concealing negative results;
- Use of procedures that directly infringe tax laws to evade or reduce taxes and other charges;
- Theft or improper use of resources, financial or non-financial, for personal benefit or to benefit third parties;
- Improper use or distribution of confidential financial or non-financial information.

## 4.2 Corruption

For the purposes of this policy, corruption means any act of promising, offering or giving, directly or indirectly, an improper advantage to any person or public or private entity. The following are examples of corruption:

- Hindering investigation or inspection by regulators, oversight and inspection agencies of the national financial system and other public bodies, entities or agents, or intervening in their activities;
- Performing any act to the detriment of the public administration, of public property in Brazil or elsewhere, of the principles of the public administration or of the international commitments assumed by Brazil.

## 4.3 Integrity Program

For the purposes of this policy, the Integrity Program means the set of internal mechanisms and procedures involving integrity, auditing, incentives to report irregularities and enforce the Code of Conduct, and policies and rules designed to detect and remedy deviations, fraud, irregularities and illicit acts against the public administration in Brazil or abroad.

## 5 REQUIREMENTS

This policy establishes the following requirements:

- Assuring the commitment and support of the Board of Directors members and its advisory committees, of the Core Executive Committee and of the company's top management in combating all forms of corruption and fraud;
- Periodically assessing the corporate risks relating to the occurrence of acts of corruption and fraud, as well as their respective controls, by means of the company's risk management, internal control and compliance framework;

- Continuously communicating the company's values and commitments regarding the need to combat corruption and fraud, and publicizing its whistleblowing channels via communication campaigns and training;
- Assuring the autonomy and independence of the Department of Governance & Integrated Management, which is responsible for the Integrity Program;
- Continuously monitoring the procedures relating to the Integrity Program to identify opportunities for improvement.

## **6 GENERAL GUIDELINES**

### **6.1 Prohibition**

The company's administrators, employees, trainees, suppliers and service providers are prohibited from performing or permitting the performance of corrupt or fraudulent acts in any shape or form.

### **6.2 Reporting suspicions**

Everyone must report suspicions of corruption, fraud or situations that merit special attention by the company to the whistleblowing channels in accordance with the Code of Conduct & Ethics and the Whistleblower & Fraud Treatment Rules. The confidentiality of any information supplied in this manner is guaranteed.

### **6.3 Additional precautions in preventing and combating corruption**

Compliance with the procedures and responsibilities described in the Anticorruption Rules is also required in respect of the company's services and activities that are particularly vulnerable to corruption.

All acts of corruption and fraud must be reported to the Audit Committee, regardless of their relevance.

## 6.4 Additional precautions in preventing and combating fraud

The Integrity Program must include procedures to monitor the company's critical processes by means of indicators in order to identify and mitigate fraud risks.

The Integrity Program must also include internal auditing procedures in accordance with the Annual Internal Audit Plan and the annual independent audit of the company's individual and consolidated financial statements.

In the course of these procedures, all acts of corruption and other illicit acts must be reported to the Internal Conduct & Ethics Committee. Examples of such acts include:

- Alteration or omission of documents, financial data and information, and accounting records;
- Granting or promising improper advantages, benefits or privileges to any person or public or private entity;
- Improper use or theft of financial or non-financial resources;
- Improper use or disclosure of confidential financial or non-financial information;
- Any act that infringes Brazilian or foreign laws as they apply to the company's activities, the company's Code of Conduct & Ethics or its other policies and internal rules.

The Audit Committee must be informed of all cases of fraud or corruption, regardless of relevance, that are reported to the Code of Conduct Committee and have to do with the following, according to the applicable regulation:

- Infringement of legal and regulatory rules, jeopardizing the continuity of the company or potentially affecting its image;
- Actions of the company's management involving any monetary amount;

- Actions by the company's employees, trainees, suppliers or service providers;
- Errors resulting in inaccuracies in the company's financial statements.

## **7 RESPONSIBILITIES**

### **7.1 Top management**

- Demonstrates commitment to and support for the Integrity Program, adhering to and supervising the procedures to combat corruption and fraud, and disseminating the company's values and commitments.

### **7.2 Department of Governance and Integrated Management**

- Enforces compliance with the requirements and guidelines in this policy;
- Periodically assesses the risks relating to the occurrence of acts of corruption and fraud, as well as their respective controls, reporting to top management on this topic whenever necessary;
- Implements, monitors and reviews the Integrity Program, jointly with the Legal Department, improving it in accordance with existing risks or any new risks that may be identified;
- Reports acts of corruption and fraud to the Audit Committee in compliance with items 6.3 and 6.4.

### **7.3 Legal Department**

- Provides assistance with the implementation, monitoring and review of the Integrity Program, improving it in accordance with existing risks or any new risks that may be identified.

## 7.4 Audit Department

- Performs audits of the company's areas in accordance with the Annual Audit Plan;
- Periodically evaluates the effectiveness of the Integrity Program and recommends improvements to the procedures used to combat corruption;
- Reports acts of corruption and fraud to the Audit Committee in compliance with items 6.3 and 6.4.

## 7.5 Financial Department

- Ensures that the internal control environment mitigates the risk of accounting fraud in compliance with the applicable regulation.

## 7.6 Code of Conduct Committee

- Assesses cases of corruption and fraud involving the company's administrators, employees, trainees, suppliers and service providers in accordance with its own bylaws and the Whistleblower & Fraud Treatment Rules, reporting them to the Audit Committee via the Audit Department where applicable.

## 7.7 Audit Committee

- Evaluates cases of corruption and fraud, and reports them to the Board of Directors and to public bodies where applicable, in accordance with its statutory competencies and the applicable regulation.

## 8 FINAL PROVISIONS

This policy applies to the entire company immediately upon publication.

Doubts about the applicability of this policy should be reported to Compliance.

**Validity:** from December 12, 2019.

**1st version:** May 12, 2017.

## Areas responsible for the document:

| Responsibility | Area  |
|----------------|---|
| Drafting       | Department of Governance and Integrated Management                                    |
| Revision       | Legal Department  |
| Approval       | Core Executive Committee<br>Governance and Nomination Committee<br>Board of Directors |

## Change log:

| Version | Item changed   | Rationale  | Date              |
|---------|--|--|-------------------|
| 01      | Original version   | N/A  | May 12, 2017      |
| 02      | Concept of corruption complemented.<br><br>Reporting of all cases of corruption and fraud to Audit Committee included.   | Recommended by Governance & Nomination Committee<br><br>Recommended by Audit Committee | August 11, 2017   |
| 03      | Formal adjustments made, and name of Department of Internal Controls, Compliance & Corporate Risk updated to Department of Governance & Integrated Management.<br><br>Linguistic improvements to text on normative references.<br><br>Reporting of doubts on applicability of policy to Compliance included. | Updating of governance structure.  | December 12, 2019 |