

Corporate Policy

Anti-Bribery and Anti-Corruption Policy



VERSIONING AND CONTROL INFORMATION

<i>VP in charge:</i>	<i>Conformidade</i>
<i>Type of Document:</i>	<i>Corporate Policy</i>

<i>Revision</i>	<i>Date</i>	<i>Revision History</i>
<i>1</i>	<i>02/09/2020 16:39:31</i>	<i>First issue.</i>
<i>2</i>	<i>09/01/2024 16:17:40</i>	<i>Renewal of validity, without changing content.</i>
<i>3</i>	<i>26/02/2024 10:47:09</i>	<i>Update of the number of the regulatory decree for the Anti-Corruption Law and the name of the R-Compliance (Responsible for Compliance), which is now VP Compliance (Vice President of Compliance).</i>

SUMMARY

1	PURPOSE.....	3
2	COVERAGE.....	4
3	DEVELOPMENT.....	4
3.1	.....Anti-bribery and Anti-corruption Policy.....	4
3.2	.....Anti-bribery Management System.....	5
3.2.1	.....Structure, support and Operation.....	5
3.2.2	.....Reporting irregularities.....	6
3.2.3	.....Investigating and dealing with bribery.....	6
3.2.4	.....Continuous improvement.....	7
4	ASSIGNMENT OF RESPONSABILITIES.....	7
4.1	.....Board of Directors.....	7
4.2	.....Senior Management.....	8
4.3	.....Anti-bribery and Anti-corruption compliance function.....	8
4.4	.....Members.....	8
5	VALIDITY.....	9
6	GENERAL PROVISIONS.....	9
7	TRAINING AND AVAILABILITY.....	9
8	REFERENCES.....	9

Anti-Bribery Management System (SGAS) Management

A model developed with the objective of establishing an anti-bribery culture in organizations that are certified under the ISO 37001 standard. It consists of a series of controls and good practices that aim to reduce the incidence of bribery, increasing the chances of detecting its occurrence.

CORRUPTION

Abuse of power or procedure for personal or dishonest benefit. Corruption can take many forms, such as bribery, conflict of interest, collusion, employers, agency of illegal information, use of privileged information, tax evasion, among others.

UNDUE ADVANTAGE

Any particular advantage, payment or benefit, direct or indirect, tangible or intangible, to which a person is not entitled.

THING OF VALUE

Any types of non-financial and financial offers such as cash, gifts, meals, entertainment, transportation, favors, services, loans, guarantees, use of property or equipment, offers of employment or internship, donations or favorable opportunities, political or charitable contributions, changes in business conditions, discounts, reimbursement or payment of expenses or debts.

1 PURPOSE

The Anti-Bribery and Anti-Corruption Policy ("Policy") aims to establish general principles and guidelines with regard to preventing and combating bribery and corruption, in alignment with the Anti-Bribery Management System (SGAS) and the Code of Conduct, integral parts of Ocyan's Compliance System.

2 COVERAGE

This Policy is applicable to Ocyan SA, including in relation to its controlled companies, as well as to all of our members, including members of CA-Ocyan, and any other person or entity that works with, for, or on behalf of Ocyan, located in Brazil or abroad.

Additionally, this Policy serves as guidance for the members of the boards of directors appointed by Ocyan SA, in subsidiaries or affiliates, so that, in alignment with the other directors, can approve and implement a policy on the compliance system that contains the principles, concepts and other guidelines defined and explained in this policy, without failing, however, to promote the complements and other guidelines necessary to adapt to the characteristics of their respective businesses and to the contributions of the other directors.

3 DEVELOPMENT

3.1 Anti-bribery and Anti-corruption Policy

Ocyan has a strong commitment to an ethical, with integrity and transparency action, so its members and business partners must act in order to effectively combat and not tolerate bribery and corruption in any of its forms, whether in the sphere of public relations (transactions involving directly or indirectly any public or political entity or agent) or in the sphere of private relations (transactions between individuals or private companies without the presence of public agents), and must say no, with firmness and determination, to business opportunities that conflict with this commitment.

Ocyan conducts its business in strict compliance with applicable local and international anti-bribery and anti-corruption legislation, requiring the same commitment from all its members and other audiences mentioned in item 2 (Scope) of this Policy.

*For the purposes of this Policy, the members of Ocyan S.A. and its subsidiaries and any other person or entity that works with, for, or on behalf of Ocyan, **are not authorized to:***

BRIBERY

offering, promising, delivering, accepting or soliciting an improper advantage of any value, which may be financial or non-financial, directly or indirectly, and regardless of position, in violation of applicable laws, as an incentive or reward for a person who is acting or failing to act, in relation to the performance of that person's functions.

- *Offer, promise, induce, give or authorize, directly or indirectly, an improper advantage or thing of value to any person, especially to public agents or a third person related to them, with the aim or possibility of influencing decisions in favor of Ocyan, or that involve a form of personal gain that may affect Ocyan's interests.*
- *Offer, promise, make or accept facilitation payments, which are payments made to any public agent, or third party related to them, in order to try to secure an advantage, usually to streamline routine or non-discretionary actions, such as permissions, licenses, customs documents and other official documents, or police protection and other actions of a similar nature, except when expressly permitted by law in the country of the public agent receiving this payment.*
- *Soliciting, promising, giving or accepting bribes.*
- *Offer, promise, induce, give or authorize, directly or indirectly, improper advantage or thing of value as a consequence of threats, blackmail, extortion and enticement, except in the cases where the life or safety of the member is at risk, being mandatory in this case of immediate communication of the fact to the member's leadership and to the VP Compliance.*
- *Neglecting or ignoring potential warning signs when circumstances indicate a potential violation of this Policy.*

It is also prohibited for all those eligible for this Policy to frustrate, defraud, cheat, obstruct or disturb public tenders or quotations in the private sphere, as well as obstruct investigations by carrying out acts that hinder the activity of investigating or inspecting public bodies, entities or agents, or providing incorrect or incomplete information.

Ocyan recognizes that gifts, presents, hospitality and entertainment, despite being traditional business practices and institutional relationships, can represent high risks of bribery and corruption, as well as donations and sponsorships. Ocyan determines that its members and any other person or entity acting for or on their behalf fully comply with the procedures set out in the Guidelines on these respective topics.

Special care is also required when carrying out any interaction or negotiation with public officials or politically exposed persons and their families to avoid the appearance of impropriety. For further details, consult the Guidelines for Relations with Public Agents and Politically Exposed Persons and the Guidelines for Participation in Bids with the Public Administration.

3.2 Anti-bribery Management System

3.2.1 Structure, support and Operation

Our Anti-Bribery Management System (SGAS) protects Ocyan's reputation,

ETHICS LINE

The Ethics Line channel is made available at Ocyan, so that its members, business partners, Customers and external audiences can, in a safe and responsible manner, contribute with information for the maintenance of safe, ethical, healthy, transparent and productive corporate environments.

Web access:
www.linhadeeticaocyan.com.br
Access by phone:
0800-377-8020

manages risks and reinforces the confidence of everyone, especially our customers, members, investors and other interested parties in combating bribery in the public and private sectors, with or without profit, by the organization, by the members of the organization, by the business partners of the organization acting on their behalf or for their benefit, of the members of the organization in relation to their activities or of the organization's business partners in relation to their activities, either directly or indirectly.

SGAS is in line with Ocyan's Compliance System and is structured based on appropriate pillars for the prevention, detection and remediation of bribery risks, all integrated to promote an organizational culture of integrity. The main objective is to establish an appropriate structure to satisfy the requirements of the Anti-Bribery Management System and ISO 37001, as well as to critically analyze them to achieve our anti-bribery objectives.

We seek legitimate, sustainable and trusting relationships with different audiences, based on our values and the Anti-Bribery Management System. More important than the acknowledge these values is everyone's effective practice in conducting their activities.

We comply with our policies and guidelines and act in accordance with SGAS, which is constantly maturing and evolving.

We trust each of our members to understand, observe, follow and disseminate measures to detect, prevent and remedy anti-bribery risks.

3.2.2 Reporting irregularities

To guarantee the effectiveness of SGAS, in addition to preventive measures, risk detection measures are also essential. Such measures involve the implementation of mechanisms to detect deviations from our commitment to act ethically, with integrity and transparency, in addition to assessing the compliance and adequacy of our policies, guidelines and other guidelines.

In our Ethics Line channel we encourage raising concerns based on good faith or based on a reasonable attempt at conviction, suspicion or actual bribery, corruption, or any breach, weakness or inadequacy of the Management System. All Ocyan members receive guidance on how to use the Ethics Line channel if faced with a concern or situation that may involve bribery or corruption. Ocyan ensures that all its people are aware of their rights and guarantees, as well as the reporting procedures and are able to use them properly.

3.2.3 Investigating and dealing with bribery

Whenever an act of bribery or a violation of this Policy or the Anti-Bribery Management System is reported, detected or reasonably suspected, it is Ocyan's

BRIBERY

offering, promising, delivering, accepting or soliciting an improper advantage of any value, which may be financial or non-financial, directly or indirectly, and regardless of position, in violation of applicable laws, as an incentive or reward for a person who is acting or failing to act, in relation to the performance of that person's functions.

duty to take appropriate action in order to conduct an internal investigation.

Internal investigations regarding bribery and corruption will be conducted and reported in an impartial and confidential manner, primarily by the Compliance area, or by whom the Compliance and Audit Committee (CCA-Ocyan) designates in case of conflict of interest with the Compliance area or it is necessary to apply specific expertise to elucidate the facts. CCA-Ocyan is responsible for empowering researchers and requiring cooperation by relevant personnel.

In the event of non-compliance with this Policy and non-compliance with the Anti-Bribery Management System or of current anti-bribery and anti-corruption legislation, Ocyan is responsible for applying disciplinary measures, which may be educational, corrective or punitive, proportional to the severity of the act, its consequences and the degree of participation and responsibility of those involved, regardless of their functions or positions and, in all cases, will be treated confidentially and in compliance with the law.

3.2.4 Continuous improvement

Ocyan and all its members are committed to the continuous improvement of its Anti-Bribery Management System and its adequacy, sufficiency and effectiveness. When any anti-bribery or anti-corruption non-conformities occur, Ocyan will react promptly, taking all corrective measures, both in relation to the event and in relation to its causes, in order to prevent it from occurring again.

4 ASSIGNMENT OF RESPONSABILITIES

Our Senior Management and Board of Directors are highly committed to SGAS, the details of which can be found in the Anti-Bribery Management System Manual, which aims to ensure, at all times, the proper implementation, management, maintenance and critical analysis of SGAS, its objectives, as well as this Policy, defining the context of the organization, scope of work, roles and responsibilities, planning, support, operation, performance evaluation and improvement actions.

By acting with ethics, integrity and transparency, leadership inspires other members to act in accordance with these same principles, forming the basis for an effective anti-bribery and anti-corruption system.

4.1 Board of Directors (CA-Ocyan)

At Ocyan, the Board of Directors is primarily responsible for compliance and anti-bribery governance, and must demonstrate leadership and commitment to SGAS, competing:

- *approve Ocyan's Anti-Bribery and Anti-Corruption Policy.*
- *ensure that the organization's strategy and the Anti-Bribery and Anti-Corruption Policy are aligned.*
- *receive and critically analyze information about the content and operation of Ocyan's SGAS.*
- *require that adequate and appropriate resources necessary for the effective operation of the SGAS are allocated and distributed; and*
- *exercise reasonable oversight over the effective implementation of SGAS by senior management.*

4.2 Senior Management

Ocyan's senior management demonstrate leadership and commitment:

- *ensuring that the SGAS, including this Policy and purpose, is established, implemented, maintained and critically analyzed to adequately address the organization's bribery and corruption risks.*
- *promoting an appropriate anti-bribery and anti-corruption culture within the organization.*
- *promoting continuous improvement.*
- *encouraging the use of reporting procedures for potential and actual bribes and corruption; and*
- *ensuring that staff do not suffer retaliation, discrimination or disciplinary action for reports made in good faith or based on a reasonable belief in violation or suspected violation of the organization's anti-bribery policy, or for refusing to participate in bribery, even if such refusal may result in the loss of a business to the organization.*

4.3 Anti-bribery and Anti-corruption compliance function

The person responsible for the anti-bribery and anti-corruption compliance function, called "VP Compliance" (Vice President of Compliance), is guaranteed full independence, structure and authority to his performance. The VP Compliance has a direct reporting link to CA-Ocyan, through CCA, and has adequate and sufficient resources for the development of its work, competing to this function:

- *supervise the implementation of the SGAS.*
- *provide advice and guidance to Ocyan staff regarding SGAS.*
- *ensure that the SGAS complies with the requirements of ISO 37001.*
- *report SGAS performance to both Senior Management and the Board of*



Directors; and

- *ensure periodic review of the Anti-Bribery and Anti-Corruption Policy.*

Although independently, VP Compliance works in constant partnership with other Ocyan leaders to ensure the effective practice of SGAS by all company members.

4.4 Members

Members at all levels of Ocyan should be responsible for requiring that this Policy and the SGAS requirements be applied and met in their departments or functions. All Ocyan members must be responsible for understanding, complying with and applying this Anti-Bribery and Anti-Corruption Policy and the SGAS requirements that pertain to their roles at Ocyan.

It is the role of leaders to ensure compliance with this Policy and SGAS by their teams, supervising and guiding their team members, in order to ensure the correct understanding and application of the anti-bribery and anti-corruption concepts.

5 VALIDITY

This Corporate Policy will be effective after its Communication to the target audience and will remain in force for a maximum of 3 years.

6 GENERAL PROVISIONS

If there is any doubt about the content of this Policy, the member cannot omit and must seek clarification through his direct leader or through the R-Compliance of Ocyan S.A.

This Policy must be approved and reviewed by the Ocyan Board of Directors, authorized to delegate future revisions to CCA-Ocyan.

7 TRAINING AND AVAILABILITY

All members of Ocyan S.A. and its subsidiaries, as well as business partners that represent more than a low risk of bribery, should have access to and training on this Policy and the Anti-Bribery Management System.

This Policy should properly be made available to all Ocyan members, as well as to its business partners that represent more than a low risk of bribery and published through all internal and external communication channels.

At reasonable intervals and proportionate to the identified bribery risk, staff, senior management and the Board of Directors will sign a statement confirming

their compliance with the Anti-Bribery and Anti-Corruption Policy.

8 REFERENCES

- *ABNT NBR ISO 37001: 2017: Anti-bribery management systems - Requirements with guidelines for use.*
- *Convention on the Fight against Corruption of Foreign Public Officials in International Business Transactions of the Organization for Economic Cooperation and Development (“OECD”), as of May 23, 1997.*
- *Decree-Law no. 2,484 of December 7, 1940 that instituted the Brazilian Penal Code.*
- *Decree no. 11,129, of July 11, 2022, which regulates Law 12,846 / 2013.*
- *Federal Law no. 12,846, dated August 1, 2013, which provides for the administrative and civil liability of legal entities for the practice of acts against public administration, national or foreign, and provides other measures.*



Data	Evento de assinatura	Usuário	
20/02/2024 14:51:47	Elaborado por	Fernanda Cascardo de Oliveira Galindo	VP Conformidade
20/02/2024 15:04:05	Verificado por	Carolina de Oliveira Marques dos Santos	ANALISTA DE PROCESSOS E CONTROLES INTERNOS
21/02/2024 18:07:02	Aprovado por	Ana Claudia de Povina Cavalcanti Norberto	gerente jurídica
26/02/2024 10:47:09	Aprovado por	Roberto Prisco Paraiso Ramos	PRESIDENTE