



POL-001 Anti-Bribery and Corruption Policy

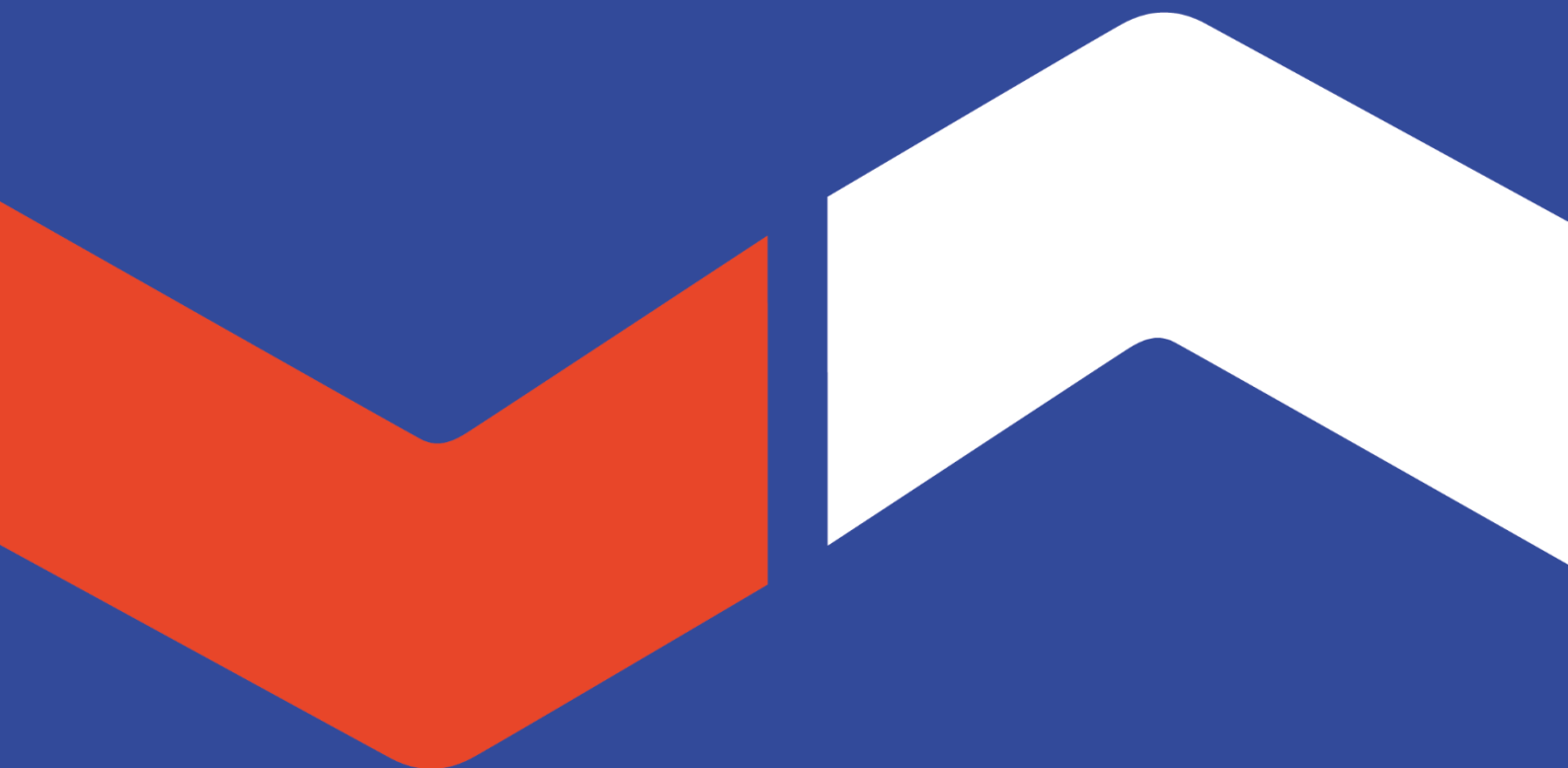


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1. Purpose

This policy aims to ensure that Employees and Third Parties comply with the requirements in Anti-Bribery and Corruption Laws and the guidance of this policy so that during the performance of business with the Company, the highest integrity, legality, and transparency standards are adopted.

BRK is committed to operating with the highest ethical standards, which includes establishing anti-bribery prevention practices in the performance of our activities. This Policy sets forth the principles and standards that should guide our conduct, as well as the key policies and procedures to support the management of bribery risks in our business.

This Policy must be read in conjunction with the Code of Ethical Conduct ("Code"), which serves as a guide on how you should behave as an employee or third party associated with BRK.

This Policy shall be reviewed and approved annually by BRK's Board of Directors."

2. Application Scope

- 2.1 This policy applies to BRK Ambiental Participações S.A. and companies controlled or affiliates thereto, each hereinafter separately referred to as "Company".
- 2.2 Likewise, this policy also covers all third parties with which the Company has or had relationships, as applicable.

3. General Considerations

- 3.1 The content of this policy is owned by the Company, designed for internal use and is available on the portal and on the website of Company. In order to ensure the most updated version is used, the reproduction, storage or transmission of this document is not recommended, in any form or by any means, whether electronic or physical.
- 3.2 The performance by Company of its business with honesty and integrity is part of the policy. It is essential to keep the reputation in our business, therefore, zero tolerance approach in relation to Bribery and other Corruption acts. We hope that all keep the commitment to this guideline and report any evidence of inappropriate behavior, whether by Employee, Public Official or Third Party. Consults, suspicions, or suggestions should be addressed to the following communication channel:

CONFIDENTIAL CHANNEL

0800 777 8006

E-mail: canalconfidencial@brkambiental.com.br

www.canalconfidencial.com.br/brkambiental

INTERNAL CONTACTS

- **Ethics and Integrity Committee**

Avenida das Nações Unidas, 14.401. Parque da Cidade - Torre Paineira, 7º andar.
São Paulo - SP - CEP 04794-000.

- **Senior Vice President of Corporate Affairs and Regulations**
Mrs. Daniela Mattos Sandoval Coli
E-mail: danielasandoval@brkambiental.com.br
- **Compliance and Regulatory Affairs Director**
Mrs. Juliana Rayel Chequi
E-mail: julianachequi@brkambiental.com.br
- **Internal Audit Director**
Mrs. Solange Galvão
E-mail: solangegalvao@brkambiental.com.br

- 3.3 This policy is not designed to transform all Employees and Third Parties in experts on Anti-Bribery and Corruption Laws but provide proper means and tools to assist them in the identification of risk situations, possible undue payments and how acting in such cases. Therefore, it is important that everyone follow the guidelines of the Company and cooperate with the Compliance Area to ensure compliance with this policy.
- 3.4 The content of this policy must be known and complied with by all Employees and Third Parties of Company, which breach is subject to the legal and disciplinary measures.
- 3.5 In any doubt on the proper implementation of the guidelines contained in this policy, Employees should consult their immediate Leader and/or the Compliance Area.

4. Binding

Professional Ethics Code of Conduct
Anti-Bribery and Anti-Corruption Program
POL-004 Non-Retaliation and Consequences Management Policy
NOR-001 Donations and Sponsorships Policy
NOR-002 Gifts, Entertainment and Hospitalities Policy
NOR-004 Interaction with Public Officials Policy
NOR-005 Third Party Due Diligence Policy
NOR-006 Acquisitions Due Diligence Policy
NOR-007 Conflict of Interest Policy
NOR-010 Materials and Services Procurement Management Policy
FORM-11 Limits of Authority Matrix

5. Concepts

- 5.1 Valuable Item – means money, gift, travels, entertainment, offer of employment, meals, and work. This could include also include sponsorship of events, scholarships, support for research and charitable contributions, although in benefit of a legitimate charitable organization.
- 5.2 Compliance – the word Compliance originates from the verb “comply” in English, meaning to fulfill, perform, meet, and accomplish what was imposed according to the laws and regulations applicable to the Company and its activities, according to the Professional Ethics Code of Conduct and normative instruments.

- 5.3 Corruption – is the deviation of conduct by Public Official in any level or degree, by a person, individuals or legal entities, which purpose is to obtain undue advantage for themselves, others, or group of people. This can be understood also as an act or effect of degenerate, seduce or be seduce or be seduced by money, gifts, entertainment or any benefit or advantage to take someone to drift away, act or fail to act according to the law, moral and usage, which is deemed correct socially. No corruption is tolerated in any form, whether with individuals or public officials, or private parties.
- 5.4 Due Diligence – is the information and documents analysis procedure predetermined to know and to evaluate the Third Party that may have a relationship or interact with Company.
- 5.5 Employee – Refers to any board member, manager, director, and employee, including the temporary ones, in the structure of the Company.
- 5.6 Public Official – are all employees and government officials, whether or not in the elective office, in executive, legislative or judiciary branches. The words Public Official includes the members of those employees' family such as: spouse, companions, grandparents, parents, sons, siblings, nieces and nephews, and cousins. As this word is construed broadly by anti-corruption authorities, we list below some examples of the individuals category deemed Public Official for the purposes of Anti-bribery and corruption Laws:
- Officers, employees, agents of official representative or inspections of any governmental agency in national, state, regional city or local sphere;
 - Representatives of public companies, bank or public investment funds, quasi-public companies, independent governmental agency, regulatory agencies, public foundations or controlled by the Government of any jurisdiction;
 - Any individual acting, although temporarily, officially to or on behalf of Government (such as advisor hired by a government agency);
 - Candidates to political offices at any level, political party, and their representatives, as well as elected politicians.
 - Officer, employees, or officers or official representatives of any foreign or international public organization, such as the International Monetary Fund - IMF, United Nations - UN, World Health Organization - WHO, World Bank, among others;
 - Representatives of regulatory agencies from any sphere;
 - Unions and class associations; and
 - Workers and customs clearance workers.
- 5.7 Government – any entity integrating the Direct or Indirect Public Administration, including Federal Government, States, Cities, and Federal District, and their agencies, ministries, secretariats, Areas, sub-secretariats, independent governmental agency, companies, institutions, departments, and agencies owned or controlled by the Government and other public entity.
- 5.8 Anti-Bribery and Corruption Laws – Laws drawn up to establish the rules to restrict the practices of corruption and bribery. Therefore, it is important to comply, in addition to the POL-001 – Anti-Bribery and Corruption Policy below also with all

other laws and anti-bribery and corruption standards applicable according to the Laws:

- Corruption of Foreign Public Officials Act – Law on corruption of Public Official of Canada;
- FCPA – Foreign Corrupt Practices Act - Law on corruption abroad of United States of America;
- UK Bribery Act – Law on bribery of the United Kingdom.
- Law 12.846/2013 - Law on performance of acts against the national or foreign public administration (Brazilian Anti-Corruption Law).

5.9 Facilitating Payments – are payments to ensure or accelerate routine actions that otherwise would induce Public Officials or Third Parties to perform routine actions they are obliged to perform usually such as issuing licenses or permits, release of goods at customs or several inspections. It is not included official, statutory, or administrative fees formally imposed by government agencies to expedite service.

5.10 Kickback – is money or undue advantage offered, promised, obtained or provided in order to and/or for illicit purposes.

5.11 Bribe – is the act to induce someone, whether Public Official or Third Party in any action or omission with illegal purposes, dishonest or unethical, in own benefit or any other, offering money, gifts, entertainments, benefits, advantages or anything of Value.

5.12 Anti-bribery Management System – a set of interrelated elements of the Company in order to establish policies, objectives, processes and controls that aimed at preventing, detecting and approaching bribery, in addition to promoting a culture of ethics, integrity, transparency and compliance.

5.13 Third party – refers, but is not limited to, any individual or legal entity which has a relationship with Company or shall have, service provider, supplier, consultant, customer, business partner, contracted or subcontracted third party, lessee, assignee of business space, regardless the formal agreement or not, including the one using the Company's name for any purpose or rendering services, supply materials, interact with Public Official, Government or other Third Parties on behalf of the Company, in the scope of the contract.

6. Guidelines

6.1 Bribe and Kickback Payments

- a) Over the years, we have built a reputation for conducting business with honesty and integrity. It is essential that we maintain this reputation, as it generates trust in our business from investors and other stakeholders, which fundamentally represents a positive factor for our operations.
- b) We do not pay bribes to boost our business and expect that you do not do so on our behalf. We have a zero-tolerance approach to bribery. This commitment is upheld from the highest levels of management, and you must follow this standard.

- c) All Employees and Third Parties acting on behalf of the Company are prohibited from negotiating, offering, promising, receiving, enabling, paying, authorizing, or providing (directly or indirectly) bribe, undue advantage, payments, gifts, travels, entertainment, or performing the transfer of anything of Value to any person, whether Public Official or not, to influence or reward any action, omission, favorable treatment or decision of such person for the benefit of Company.
- d) Bribe is any item of value that is offered, promised, given, or received to influence a decision or obtain an undue advantage in the promotion, enhancement, acquisition, or retention of business, whether involving a public official or a private company. Bribery is not always in the form of cash payments and can take many other forms, including:
- gifts, travel, entertainment and hospitality.
 - political contributions, charitable donations or sponsorships.
 - job opportunities, directorships, internships or transfers.
 - supply and service contracts.
 - fake jobs, internships, or “consultancy” relationships.
 - excessive discounts or rebates; or
 - loans on non-competitive terms, debt forgiveness or other transactions.
- e) Facilitation payments are also a form of bribery and, therefore, are not permitted. Facilitation payments are payments made to secure or accelerate routine actions or otherwise induce public officials or other third parties to perform routine functions that they are otherwise obligated to carry out, such as issuing permits, approving immigration documents, or releasing goods held in customs. This does not include official, mandatory statutory or administrative fees formally imposed and regulated by government agencies to expedite service.
- f) No Employee or Third Party will be retaliated or penalized due to delay or loss of business resulting from refusal to negotiate, offer, promise, receive, enable, pay, authorize, or provide a Bribe.
- g) All Employees and Third Parties of the Company must be aware of the risks related to negotiations and interactions with Public Officials and evaluate how their actions may be considered violations of the Anti-bribery and Corruption laws.
- h) Anti-bribery and Corruption laws penalize the individual offering, promising, or paying a Bribe or a Kickback as well as the individuals acting in a way to incentive or facilitate the payment thereof, that is, it is applied to any individual who:
- Offer or promise the payment of Bribes.
 - Approve the payment of Bribes.
 - Provide or accept the invoices issued fraudulently.
 - Retransmit the instruction for payment of Bribes.

- Hide the payment of Bribes.
 - Cooperate with the payment of Bribes.
- i) The Company has an Anti-Bribery and Corruption Program that outlines the specific actions we take to prevent and detect bribery in our operations. As set outlined in this Policy, there are certain circumstances under which you are required to take specific measures in accordance with the Anti-Bribery and Corruption Program.

6.2 Interactions with Public Officials

- a) All Employees and Third Parties should pay attention to interactions with Public Officials, as this is an area where traditionally Bribery is most likely to occur.
- b) Employees and Third Parties must be aware of these risks in their interactions with Public Officials and assess how their actions might be interpreted.
- c) The Anti-Bribery and Anti-Corruption Program and the NOR-004 Interaction with Public Officials Policy have guidelines on the subject and all Employees and Third Parties must act in accordance with them.

6.3 Hiring Public Officials or People Appointed by Public Officials

- a) Hiring Public Officials or people appointed by Public Officials requires heightened scrutiny. Therefore, it should be subject to an enhanced review to ensure that related risks are adequately mitigated.
- b) The NOR-007 Conflict of Interest Policy has specific guidelines and procedures for this type of contracting and all Employees and Third Parties must comply with this policy.

6.4 Gifts, entertainments, and hospitalities

- a) The offering or receiving of gifts, entertainment and hospitalities must be proportionate and reasonable to the circumstances, and solely for legitimate purposes.
- b) No gift, entertainment or hospitalities can be given in any event to any person, whether Public Official or not, with the purpose of persuading a third party to misuse its position or as a return (“quid pro quo”) for an official action or in connection with an official decision, or to influence or compensate unduly an act or decision as actual or intended compensation to obtain any benefit or advantage to Company, its Employees or Third Parties.
- c) To help ensure that our practices are reasonable, appropriate and in compliance with applicable regulatory requirements, certain gifts, meals, and entertainment must be registered and/or approved in advance.
- d) NOR-002 Gifts, Entertainment and Hospitalities Policy provides on the specific guidance and procedures and all Employees and Third Parties must act accordingly.

6.5 Facilitating Payments

- a) Facilitating Payments also can be a way of Bribe; therefore, Company forbids the negotiation, offer, promise, feasibility, payment, authorization, or performance of those payments.

6.6 Third parties

- a) Company's policy is to do business only with Third Parties with good reputation and integrity and technically qualified.
- b) The Company does not admit, whatsoever, that any Third Party engage in any improper influence on behalf of the Company on any person, whether Public Official or not.
- c) Prior to hiring of Third Party, it must be checked whether he/she has any involvement, although indirectly with Corruption or illegal practices, as well as being under investigation, sued or convicted for such practices.
- d) In all agreements signed by Third Parties, the inclusion of anti-corruption clause is mandatory, according to the model in Schedule 10.1. Any change in this clause must be approved by the Legal Area.
- e) The Company does not accept any Corruption practice by Third Parties acting on its behalf, although informally.

6.7 Procurement Process

- a) All purchase process must be conducted based on merit other than undue use of influence on any person, whether Public Official or not.
- b) During the bidding process, Employees are not allowed to receive or offer any gift, advantage, benefit, or entertainment, from and/or to any person, whether individual or legal entity, whether Public Official or not.
- c) NOR-010 Materials and Services Procurement Management Policy provide on the specific guidance and procedures on their subjects and all Employees and Third Parties must act accordingly.

6.8 Donations

- a) Company's policy prohibits any donations to any person, whether individual or legal entity, Public Official or not, in order to influence, directly or indirectly a business decision.
- b) Donations to charitable causes must be made only to institutions registered in accordance with applicable laws, for legal philanthropic reasons, with humanitarian interests and to support cultural and educational institutions.
- c) Donations to political parties, political campaigns, and/or candidates to public office, with Company's resources are prohibited, according to laws in force.
- d) Donations must be prior written approval as set forth in the FORM-11 Limits of Authority Matrix.

- e) NOR-001 Donations and Sponsorships Policy provides on the specific guidance and procedures on subject and all Employees and Third Parties must act accordingly.

6.9 Sponsorship

- a) The Company's policy prohibits any sponsorship to any person, whether individual or legal entity, Public Official or not, in order to influence, directly or indirectly, a business decision.
- b) All donations and sponsorships must be based on formalized agreements signed by the Company and Third parties receiving thereof.
- c) Sponsorships must be prior written approval as set forth in the FORM-11 Limits of Authority Matrix.
- d) NOR-001 Donations and Sponsorships Standard provides on the specific guidance and procedures on subject and all Employees and Third Parties must act accordingly.

6.10 Due Diligence

Pre-contracting

- a) Prior to the contracting of the third-party listed in NOR-005 Third-Party Due Diligence Policy, the Due Diligence process must be carried out to know and assess their risks under the Anti-Bribery and Corruption Law.
- b) Due Diligence process of Third Parties must be carried out according to the guidelines and procedures set forth by NOR-005 Third-Party Due Diligence Policy.

After contracting

- a) After contracting Third Party, Leader in charge for the contracting must follow-up the activities thereof, always attentive to any warning signs or non-compliance with Anti-Bribery and Corruption Laws.
- b) If you know or have legitimate reason to believe that a payment prohibited by Anti-Bribery and Corruption Laws or this policy has been made, is being made or had been made or promised to Third Party or Public Official on behalf of the Company, whether directly or indirectly, you must report such fact immediately to the communication channels mentioned in items 3.2 above.

Mergers and Acquisitions Operations

- a) Whenever the Company seeks new business through acquisition, merger, or incorporation of any company or assets, the criterions Due Diligence process must be carried out and proper anti-corruption clauses must be included in purchase and sale agreement, as well as those deemed other options available to avoid the risk of occurring any liability prior to the closing of the operation.
- b) Due Diligence should be carried out for checking the compliance with provisions of Anti-Bribery and Corruption Law prior to the completion of the deal. If any

breach or suspicious breach is identified to the Anti-Bribery and Corruption Laws, Compliance Area of the Company must be informed formally.

- c) In any event, after the completion of the operation, the compliance analysis must be carried out regarding the Anti-Bribery and Corruption Laws and anti-bribery and corruption policy of the Company object of the operation and improper compliance measures must be implemented as necessary.
- d) Due Diligence process of Bribery in merges acquisitions must be carried out according to the guidelines and procedures set forth by NOR-006 Acquisitions Due Diligence Policy.

6.11 Maintenance of accurate records and accounting.

- a) The Company and its Employees must keep the books, records, and accounts reflecting in detail, accurately and properly all transactions of the Company. In order to fight the Corruption, it is important that transactions are transparent, totally documented and classified for accounts that reflect precisely and completely their nature. Attempt to camouflage a payment can result a breach worse than the payment itself.
- b) Be sure that all transactions/operations are fully documented properly approved and with due accounting classification. In no event, forged documents or misleading should appear in books and records of the Company.
- c) The Company must keep the internal controls providing the assurance that:
 - All performed operations are approved by authorized persons.
 - All operations are adequately recorded to allow the preparation of financial statements in accordance with generally accepted accounting principles or any criterion applicable to these statements, as well as to keep the proper control of the assets.
 - The access to the assets is allowed only according to general or specific approval from the board in charge thereon.
 - Recorded assets are compared with existing assets within reasonable intervals and proper measures are taken in respect of any differences eventually found.
- d) If you are aware or suspect that any person is directly or indirectly manipulating the Company's books and records or trying to conceal in any way, or camouflage payments or records of Company, you must inform such fact immediately through the communication channels mentioned in item 3.2 above.

6.12 Audit and Monitoring

- a) The Company must carry out from time to time the checks to assess compliance with the Anti-Bribery and Corruption Laws and this policy.

6.13 Awareness and Training

- a) The Company keeps the awareness and training program on anti-bribery and corruption for its Employees.

- b) Compliance Area must perform from time to time the trainings on policies and Anti-Bribery and Corruption Laws, conflict of interest and on the Code of Conduct for all Employees of the Company and eventually for Third Parties. The trainings should be carried out by teleconference, videoconference or other means other than in person.

6.14 Independence of the Compliance Function and Commitment to Continuous Improvement

- a) The Company acts in compliance with national and foreign anti-bribery and anti-corruption legislation, as well as any legal, regulatory, or contractual requirements related to its activities. It is ensured that the Compliance Function is assigned to the person who has the independence, competence, position, and authority to exercise it, with immediate reporting to the Ethics and Integrity Committee and direct access to the controlling shareholder and the board of directors. It has as one of its main commitments the continuous improvement of the compliance program and the Anti-bribery Management System.

6.15 Warning Signs

- a) In order to ensure the compliance with the Anti-Bribery and Corruption Laws, Employees and Third Parties must pay attention to the warning signs that should indicate that advantages or undue payments may be occurring. Warning Signs are not necessarily evidence of Bribery or Corruption, nor disqualify automatically Third Parties or Public Officials with whom the Company does business. However, they raise suspicions that must be verified, until the Company is sure that the signs do not represent an actual breach of the Anti-Bribery and Corruption Laws and this policy.
- b) Employees and Third Parties must pay special attention to the following warning signs regarding any operation in which the payment or benefit should be received by any person, whether Public Official or not:
 - The counterparty has a reputation in the market of involvement, although indirect with issues related to Bribery, Corruption, unethical acts or potentially illegal.
 - The counterparty has requested an excessive commission or payment to be paid in cash or other unusual or irregular way.
 - The counterparty is controlled by a Public Official, or a Public Official is part of its staff, or has a relationship close to Government.
 - The counterparty is recommended by a Public Official.
 - The counterparty provides or issue an invoice and other questionable documents.
 - The counterparty refuses to include the anti-corruption clause in the contractual instrument.
 - Counterparty proposes financial operation different from usually adopted business practices for the kind of operation/business to be performed.
 - Noting that the donation to a charity institution or sponsorship to certain event upon Public Official's request is an exchange for a governmental action; and

- Counterparty has no office or employees, or office seems to be a shell company.
- c) Above list is not exhaustive and the indications may vary depending on the operation, payment request and/or expense, as well as the geographical location.
 - d) When noting any warning sign, the Employee must communicate such fact promptly to the communication channels mentioned in item 3.2 above.

6.16 Report of Potential Violations

- a) All Employees and Third Parties are liable for reporting proactive and promptly any suspected breach of this policy or illegal or unethical behavior that they are aware of, including but not limited to situations in which a Public Official or other Third-Party request or appears to be seeking an undue advantage and the requirements of Anti-Bribery and Corruption Laws.
- b) The reports of breach or suspected breach identified or anonymous should be made through the communication channels referred to in item 3.2 above.
- c) Regardless of being identified or anonymous communications, Company will take steps in extent allowed by applicable law, to protect the confidentiality and anonymity of any denouncement made.
- d) The Company does not allow or tolerate any form of retaliation against the person submitting a denouncement in good faith of breach to this policy or the Anti-Bribery and Anti-Corruption Laws, consistent with the POL-004 Non-Retaliation and Consequences Management Policy.
- e) Breaches of Anti-Bribery and Corruption laws should result in civil and criminal penalties for the Company, its Employees, Public Official and/or third parties involved.
- f) Any fines assessed to individuals for breaches to the Anti-Bribery and Corruption laws will not be paid by the Company.
- g) In order to carry out its business with honesty and integrity, the Company is concerned to comply with the requirements of Anti-Bribery and Corruption laws, by means of practices to protect its interests such as Due Diligence process, internal/external audit, training programs, including contractual provisions to comply with Anti-Bribery and Corruption laws in agreements with Third Parties as well as the internal control and monitoring of the activities of the Company.
- h) The Company reserves the right to take disciplinary measures for violations of this policy that are relation to the nature and specific facts of the violation. In more severe circumstances, it may include immediate termination of employment contract for just cause and applicable legal processes.
- i) The donations and sponsorships will not be deemed breaches to the Anti-Bribery and Corruption laws and this policy, which are performed according to the applicable laws and standards of local jurisdiction.

6.17 Statement of Compliance

Annual Statement

- a) The Compliance Area should request on annual basis all Employees to complete the Sof Compliance.
- b) All Employees must complete the Statement of Compliance in accordance with the procedure established and within the deadline defined by the Compliance Area.
- c) The Compliance Area must keep the annual statements delivered by the Employees on file.
- d) The signature of the Statement of Compliance must be a condition for the continuity of the relationship with the Company.

Statement of New Employees

- a) Whenever a new Employee is chosen, prior to concluding the employment contract, the HR Area should request and ensure that the new Employee fills out the Statement of Compliance.
- b) The Compliance Area must keep the annual statements delivered by the new Employees on file.
- c) The signature of the Statement of Compliance must be a condition for the conclusion of the employment contract with the new Employee.

7. Final Provisions

This policy must be in force on the date of its publishing, revoking, and replacing any previous communication on the subject matter.