



Anti-Bribery and Anti-Corruption Policy

2023

VERSIONING AND CONTROL INFORMATION

Document Type: Corporate Policy

Validity: This Corporate Policy is valid for an indefinite period, and must be renewed at the most every 3 years, and may be amended or revoked at any time.

VP in Charge: Compliance

Document review:

Number	Date	Revision History
1	06/07/2023	Approval

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1 PURPOSE

The purpose of the Anti-bribery & Anti-corruption Policy is to establish the general principles and guidelines for preventing against and fighting bribery and corruption, in line with the Anti-Bribery Management System (SGAS) and with the Code of Conduct, parts of Foresea's Compliance System.

2 SCOPE

This Policy is applicable to Foresea, including their subsidiaries that do not have a Board of Directors, to all members, Officers, members of the Board of Directors and any other person or entity that works with, for or on behalf of Foresea, in any jurisdiction.

In addition, this Policy serves as a guide for the members of the board of directors appointed by Foresea, in subsidiaries or affiliates, so that, in line with all other directors, they approve and implement an anti-bribery and anti-corruption policy containing the principles, concepts and all other guidelines defined and explained in this policy, without neglecting, however, to promote the complements and other guidelines which are necessary for adaptation to the characteristics of their respective businesses and to the contributions of all other directors.

3 TERMS & DEFINITIONS

- **Anti-bribery Management System (SGAS):** consists of a group of controls and good practices aimed at reducing the risk of bribery occurring in the organization.
- **Bribery:** offer, promise, delivery, acceptance or request of an improper advantage of any value, which may be financial or non-financial, either directly or indirectly, and regardless of position, in breach of applicable laws, as an incentive or reward to a person who is acting or failing to act in connection with the performance of that person's duties.
- **CA-Foresea:** Board of Directors of Foresea. Collegiate, deliberative, non-executive body in charge of approving the strategic steering and monitoring the company's performance, deciding on all other matters within their competence and exercising the control functions which are relevant to them.
- **CCA-Foresea:** Compliance and Audit Committee of Foresea. Permanent advisory committee to CA-Foresea.
- **Corruption:** abuse of power or procedure for personal or dishonest advantage. Corruption can take up many forms, such as bribery, conflict of interests, collusion, patronage, intermediation of illegal information, use of privileged information, tax evasion, among others.

- **Extortion:** requesting money, favors, goods or objects that bring economic benefit by threatening the physical integrity or assets of the organization.
- **Improper advantage:** any advantage, payment or specific benefit, either direct or indirect, tangible or intangible, to which a person is not entitled.
- **Politically Exposed Person (PEP):** persons who hold or have held relevant public positions or jobs and their Close Relatives, within a period set out in the applicable laws.
- **Senior Management:** person or group of people who direct(s) and control(s) an organization at the highest level.
- **Stakeholders:** customers, shareholders, members, users, partners, creditors, suppliers, outside partners, service providers, surrounding communities, authorities, media, opinion makers, business leaders, class entities, NGOs, governments and regulatory agents and funders who may either affect or be affected by Foresea's activities, goals or policies.
- **Valuable:** any offering, financial or otherwise, such as cash, gifts, meals, entertainment, transportation, favors, services, loans, guarantees, use of property or equipment, job or internship offers, donations or favorable opportunities, political or charitable contributions, changes in terms of business, discounts, reimbursement or payment of expenses or debts.
- **VP:** Vice President of the company.

4 DEVELOPMENT

4.1 Anti-bribery & Anti-corruption Commitment

Foresea has a strong commitment to acting with ethics, integrity and transparency.

Foresea's members and business partners work to actually fight and not tolerate bribery and corruption in any of its forms, saying no, firmly and with determination, to business opportunities that clash with such undertaking, whether in the level of public relations (transactions involving directly or indirectly any entity or public or political agent) or in the level of private relations (transactions between individuals or private companies, with no presence of public agents).

Foresea conducts their business in strict compliance with applicable local and international anti-bribery and anti-corruption legislation, requiring the same commitment from all of their members and other audiences referred to in item 2. Scope of this Policy.

Members of Foresea S.A. and any other person or entity working with, for, or on behalf of Foresea are

prohibited from:

- Offering, promising, inducing, giving or authorizing, either directly or indirectly, an improper advantage or valuable to any person, especially to government agents or third party related to them, aiming at influencing decisions in favor of Foresea, or involving any form of personal gain which may affect Foresea's interests;
- Offering, promising, making or accepting facilitation payments, which are payments made to any government agent or third party related to them in order to attempt to secure an advantage, usually to expedite routine or non-discretionary actions, such as permits, licenses, customs documents and other official documents, or police protection and other actions of a similar nature, except when expressly allowed by law in the country of the government agent who receives such payment;
- Requesting, promising, giving or accepting bribery;
- Offering, promising, inducing, giving or authorizing, either directly or indirectly, an improper advantage or valuable as a result of threats, blackmail, extortion and solicitation, except in cases where the life or safety of the member is at risk, and in this case, immediate communication of such a fact to the member's leader and to the Compliance VP is mandatory;
- Frustrating, defrauding, deceiving, obstructing or disturbing public bidding procedures or quotations at the private level;
- Obstructing investigations by performing acts that hinder the activity of investigating or inspecting public bodies, entities or government agents, or providing incorrect or incomplete information;
- Overlooking or ignoring potential red flags when circumstances indicate a potential violation of this Policy.

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

A special precaution is required when performing any interaction or negotiation with government agents or politically exposed persons and their family members, in order to prevent the appearance of impropriety.

[Learn more](#)

See the Guideline for Relationships with Government Agents and Politically Exposed Persons and the Guideline for Participation in Bidding Procedures with the Public Administration.

4.2 Anti-bribery Management System

4.2.1 Structure, support & operation

The Anti-Bribery Management System (SGAS) fosters an anti-bribery culture, protects Foresea's reputation, manages risks and strengthens everyone's trust, especially customers, members, investors and all other stakeholders, by adopting anti-bribery practices in the public and private sectors, either for profit or not, by the organization, their members, business partners acting on their behalf or for their benefit, of their members in relation to their activities or of business partners in relation to their activities, either directly or indirectly.

The SGAS is in line with Foresea's Compliance System and is structured based on integrated pillars for the prevention, detection and remediation of bribery risks, detailed in the Anti-Bribery Management System Manual. Their primary purpose is to present and describe the anti-bribery requirements and controls, by providing guidance for proper application.

Foresea seeks to establish legitimate, sustainable and trusting relationships with different audiences. We practice our values, we fulfill our policies and guidelines and we act in accordance with the SGAS, which is constantly maturing and evolving.

We rely on each of our members to understand, comply with, follow and disseminate measures to detect, prevent and remedy risks of bribery and corruption.

4.2.2 Reporting irregularities

To ensure the effectiveness of the SGAS, in addition to preventive measures, risk detection measures are also key.

We have adopted mechanisms to detect deviations in relation to our commitment to working with ethics, integrity and transparency, in addition to assessing compliance and adequacy of our policies, guidelines and all other guidance.

We encourage raising concerns based on good faith or on a reasonable belief of a breach or suspected breach of this Policy on our complaints channel.

All Foresea members receive guidance on how to use the complaints channel, ensuring everyone is aware of their rights and guarantees, and also of the procedures for registering a report and ensuring they are able to properly execute them.

Ethics Channel

Is the channel provided at Foresea for their members, business partners, customers and outside audience to be able to, safely and responsibly, contribute with information for the maintenance of safe, ethical, integrity, transparent and productive corporate environments.

How to access the Ethics Channel

The telephone number for toll-free calls and the link for internet access are disclosed online at Foresea's institutional

4.2.3 Investigating and addressing bribery

Whenever an act of bribery, corruption or a breach of this Policy or the SGAS is reported, detected or reasonably suspected, Foresea is required to act appropriately and conduct an internal investigation.

Internal investigations related to bribery and corruption are conducted and reported impartially and confidentially, primarily by the Compliance team or, if there is a conflict of interest with the Compliance team, i.e., if it is necessary to apply specific expertise to elucidate the facts, by whom the CCA-Foresea designates. It is incumbent upon the CCA-Foresea to empower the investigation team and require cooperation by relevant personnel.

Disciplinary action is applied whenever an internal investigation confirms any breach of this Policy, non-compliance with the SGAS or breach of current anti-bribery and anti-corruption legislations.

The disciplinary action can be educational, corrective or punitive, are proportional to the seriousness of the action, its consequences and the level of participation and responsibility of those involved, regardless of their roles or positions and, in all cases, are treated confidentially and in compliance with the laws.

4.2.4 Continued Improvement

Foresea and all of their members are committed to continued improvement of the SGAS and its adequacy, sufficiency and effectiveness.

In the event of any anti-bribery or anti-corruption non-compliance, Foresea reacts promptly by adopting all corrective measures, either in relation to the event or to its causes, in order to prevent it from happening again.

5 DUTIES & RESPONSIBILITIES

CA-Foresea and Foresea's Senior Management are fully committed to the SGAS, ensuring, at all times, the proper implementation, management, maintenance and critical analysis of the SGAS, of their purposes, and also of this Policy, defining the context of the organization, scope of work, roles and responsibilities, actions of planning, support, operation, performance evaluation and improvement.

By working with ethics, integrity and transparency, leaders inspire all other members to work in accordance with these same principles, constituting the basis of an effective anti-bribery and anti-corruption system.

5.1 Board of Directors

At Foresea, the Board of Directors is primarily responsible for compliance and anti-bribery governance, demonstrates leadership and commitment to the SGAS, and their competencies are:

- to approve Foresea's Anti-bribery & Anti-corruption Policy;
- to ensure that the organization's strategy and the Anti-Bribery and Anti-Corruption Policy are in line;
- to receive and critically review information about the content and operation of the SGAS at Foresea;
- to require that the adequate and appropriate resources which are necessary for the effective operation of the SGAS are allocated and assigned; and
- to exercise reasonable supervision over the effective implementation of the SGAS by Senior Management.

5.2 Senior Management

Foresea's Senior Management demonstrates leadership and commitment to the SGAS:

- by ensuring that the SGAS, including this Policy, is established, implemented, maintained and critically reviewed to adequately address the organization's bribery and corruption risks;
- by promoting an appropriate anti-bribery and anti-corruption culture within the organization;
- by promoting the continued improvement of the SGAS;
- by encouraging the use of reporting procedures for potential and actual bribery and corruption; and
- by ensuring there is no retaliation, discrimination or disciplinary action for reports made in good faith or based on a reasonable belief of a breach or suspected breach of the organization's anti-bribery policy, or for refusing to take part in bribery, even if such refusal could result in the loss of business for the organization.

Senior Management is fully liable for compliance with this Policy, with the implementation and compliance with SGAS's requirements, and ensures the responsibilities and authorities for the relevant roles are assigned and reported within and at all levels of the organization.

5.3 Anti-Bribery and Anti-Corruption Compliance Function

The Compliance VP is the one in charge of Foresea's anti-bribery and anti-corruption compliance function,

with full independence, structure and authority being ensured for their activities.

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

The Compliance VP has a direct reporting link to CA-Foresea, through CCA-Foresea, and has adequate and sufficient resources to perform their work, and the following are competences of this role:

- to supervise the implementation of the SGAS;
- to provide counseling and guidance to Foresea personnel regarding the SGAS;
- to ensure that the SGAS complies with the requirements of this policy;
- to report the performance of the SGAS both to Senior Management and to CA-Foresea; and
- to ensure the revision, from time to time, of the Anti-Bribery and Anti-Corruption Policy.

5.4 Members

Members at all levels at Foresea are responsible for ensuring this Policy and the SGAS requirements are applied and complied with in their departments or roles.

All Foresea members are responsible for understanding, complying with and applying this Anti-Bribery and Anti-Corruption Policy and the SGAS requirements referring to their roles at Foresea.

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

6 GENERAL PROVISIONS

If there is any doubt about the content of this Policy, the member cannot omit and must seek clarification through their direct leader or through the Compliance VP at Foresea S.A.

7 AWARENESS AND CERTIFICATION

All Foresea members and all other audiences covered by this document must be aware of this Anti-bribery & Anti-corruption Policy within a maximum of 90 days after the date of its approval.

This Policy is properly provided to all members of Foresea, and also to their business partners representing more than a low risk of bribery and published through internal and external communication channels.

7.1 Training

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

At reasonable intervals which are proportionate to the identified bribery risk, personnel, Senior Management and CA-Foresea shall enter into a declaration confirming their compliance with the Anti-Bribery and Anti-Corruption Policy.

8 REFERENCES

- Federal Law No. 12,846 from August 01st, 2013, which provides for the administrative and civil accountability of legal entities for perpetrating actions against the public administration, either domestic or foreign, and makes other provisions.
- Decree No. 11,129 from July 11th, 2022, which regulates Law 12,846/2013.
- ABNT NBR ISO 37001:2017: *Anti-bribery management systems – Requirements with guidelines for use*.
- Convention on Combating Bribery of Foreign Public Officials in International Business Transactions of the Organization for Economic Cooperation and Development (“OECD”), as of May 23rd, 1997.
- FCPA (*United States Foreign Corrupt Practices Act*), a 1977 act enacted aiming at making payments to foreign government officials for assistance in obtaining business illegal. The accounting and anti-bribery provisions apply to all North Americans, foreign issuers of securities, companies that hold securities listed in the USA, foreign companies and persons who cause, either directly or through agents, an act for the benefit of such corrupt payment.
- UKBA (*United Kingdom Bribery Act*), an act providing for offenses related to bribery and/or connected with such purposes, addressing, for example, the act of bribing others or accepting bribes; roles and activities potentially related to acts of bribery; and what is considered bribery of government agents, among other provisions.