



Corporate Policy

Legal Affairs



1 OBJECTIVE

The purpose of FORESEA's Policy on Legal Affairs is to establish the general principles and guidelines for conducting Legal Affairs at FORESEA, always in line with all FORESEA's other policies and with FORESEA's culture.

2 APPLICATION

This Policy is applicable to FORESEA, including their subsidiaries that do not have a Board of Directors, to all members, Officers and members of the Board of Directors, in any jurisdiction. In addition, this Policy serves as a guide for the members of the boards of directors appointed by FORESEA, in subsidiaries or affiliates, so that, in line with all other directors, they approve and implement a policy on legal affairs 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 ACRONYMS AND DEFINITIONS

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.

VP: Vice President of the company.

4 DESCRIPTION

4.1 Basic Concepts

FORESEA's Person in Charge of Legal Affairs and Governance must work with independence, ethics, integrity and transparency, in strengthening governance and compliance standards, always guided by the Corporate Governance Policy, and all other policies and concepts of FORESEA's culture.

Legal affairs are conducted aiming at: (i) protecting the goods and rights of FORESEA, their shareholders, as well as of their members, including those who exercise management duties, in the regular exercise of their role (ii) identifying opportunities and ensuring creation of value for FORESEA's goods and rights, in a manner compatible with the company's risk tolerance (iii) building ethical relationships with the various stakeholders; (iv) promoting sustainable legal solutions; and (v) institutionally strengthening FORESEA's activity markets.



Preserving FORESEA's tangible and intangible assets is a key factor in all assessments on legal affairs, aimed at strengthening their reputation and image, in addition to preserving relationships with communities and all other stakeholders.

Decisions on legal affairs are based on adequate technical analysis, in accordance with the rules of each applicable legal system.

Possible adverse scenarios are considered and weighted in the decision-making process of legal affairs, as well as the potential consequences are evaluated, in addition to measures reducing the likelihood of their occurrence or which mitigate their effects for FORESEA.

4.2 Activity of the Legal and Governance VP

The activity of the Legal and Governance VP seeks effectiveness, efficiency, pragmatism, agility, creativity, adherence to business reality, independence, coordination with all the other persons in charge for departments at FORESEA, spirit of service and ability to manage multiple stakeholders, going beyond the mere legal advice to take part in the business decision-making process.

Conducting and managing legal affairs, including any activity of a legal nature, such as advisory, consultancy, legal assessments, legal opinions, preparation of opinions, is the sole responsibility of the Legal and Governance VP.

The Legal and Governance VP is involved in all material stages of FORESEA's decision-making process, in order to ensure the correct assessment of the legal risks involved.

The focus of the activity of FORESEA's Legal and Governance VP is:

- supporting those in charge of all other FORESEA teams in the protection and defense of FORESEA's goods and rights, and also of their members, including those who exercise management duties, in the regular exercise of their role;
- identifying legal risks and formulating preventive, mitigating and/or corrective measures, advising and warning the members involved about acts involving legal aspects and which may impact FORESEA's goods and rights in the short, medium and long terms;
- monitoring, preventing and resolving legal affairs involving business, corporate, financial, tax, criminal, civil and labor aspects;
- managing litigation, in order to contribute to the prevention and resolution of conflicts of any kind, defending FORESEA's interests, maximizing earnings and minimizing losses;
- the legal representation of FORESEA before the public sector, entities in which FORESEA has representation, as well as before boards of directors and all other bodies of FORESEA's subsidiaries and affiliates;
- monitoring the process of issuing new rules (laws, provisional presidential decree, decrees, etc.), at any level, and of precedents adopted by the courts which are applicable to FORESEA;
- updating, from time to time, this Policy and creating guidelines within FORESEA; and



- the proper application and dissemination of this Policy.

The activity of FORESEA's Legal and Governance VP is in the following areas of the Law, in addition to others that may be understood within the concept of legal affairs: (i) arbitration; (ii) advisory; (iii) litigation; (iv) contractual; (v) financial; (vi) guarantees; (vii) corporate governance; (viii) criminal; (ix) intellectual property; (x) corporate and mergers and acquisitions (M&A) (domestic and international); (xi) labor and social security; and (xii) tax.

4.3 Engagement of Legal Services

The engagement of legal services is the sole responsibility of the Legal and Governance VP.

The engagement of legal services happens when, at the discretion of the Legal and Governance VP or based on a substantiated demand from other VPs or members of the board of directors, the efficiency and effectiveness of legal support requires the engagement of specialized third parties.

The process of engaging legal services complies with technical qualification, experience, specialization in the subject, reputation of the third party and the relationship history, always seeking the best market references and the best cost-benefit ratio for FORESEA.

The activity of litigation is primarily conducted through outside attorneys, always chosen by the Legal and Governance VP, in accordance with the aforementioned criteria, the nature of the case and the professional's specialty.

Certain advisory and business affairs, at the discretion of the Legal and Governance VP and their team, are outsourced to outside attorneys. Said decision is duly in line with the teams that need legal support, which are also responsible for paying the corresponding fees, with the Legal and Governance VP being in charge of ensuring that such partners comply with FORESEA's process of engaging legal services.

Those in charge of the demand for engaging legal services are responsible for budgeting and approving the fees and monitoring them accordingly.

The engagement of outside attorneys to represent FORESEA and, when applicable, their managers, is the sole competence of the Legal and Governance VP, who signs said agreements in accordance with the guidelines of this Policy.

Any and all engagement of outside attorneys is formalized by means of a contractual instrument containing a specific form of payment of fees (per hour worked, fixed price, success fee or other form of compensation), subject to the criteria eventually set forth in FORESEA's guidelines and market practices.

Outside attorneys are permanently evaluated by the Legal and Governance VP, in order to ensure the proper quality of the legal services provided to FORESEA.



4.4 Formalization & Storage of Documents

All agreements or any documents governing FORESEA's rights and/or obligations are entered into with the support of the Legal team and are only formalized after they are reviewed, subject to the applicable laws, regulations and internal guidelines.

The execution of agreements by FORESEA without the support of the Legal team and/or outsourced advisor is only done if standard drafts previously validated by the Legal team and/or outsourced advisor are respected. Agreements validated by an outsourced advisor or prepared through a standard draft are not necessarily reviewed by the Legal team.

For internal control and traceability of documents, the agreements entered into are numbered and filed by each FORESEA contracting team.

All agreements entered into contain an anti-corruption clause and a Supplier Code of Conduct.

The Legal team keeps the custody and preservation of documents and information under their responsibility in a safe, organized manner, for the time provided for in the applicable laws, with said documents and information being readily accessible, in order to meet the legal requirements, FORESEA's internal rules and interests.

The custody of corporate documents is the responsibility of the Legal team.

4.5 Receipt of Legal Documents

Notifications, notices, summons, official letters, judicial mail and extrajudicial notifications are diligently submitted to the Legal team.

Compliance with this guideline is ensured through a training plan for the administrative teams at the offices and operational bases.

4.6 Police and Judicial Measures

Diligences or hearings with police, judicial or administrative authorities on affairs involving FORESEA, whenever possible, are accompanied by a member of the team of the Legal and Governance VP. In any case of this kind, the Legal and Governance VP is readily informed to adopt compatible action.

4.7 Representation Before the Judiciary, Investigation and Control Bodies

FORESEA's representation before the Judiciary and public administration investigation and control bodies, such as prosecution offices, polices, controllerships and public law firms, is performed solely by the Legal and Governance VP or authorized persons under their guidance.



4.8 Communications

All FORESEA internal or external communication with potential legal repercussions is performed involving the Legal Department.

4.9 General provisions

If there is any doubt about the content of FORESEA's Policy on Legal Affairs, the member cannot omit and must seek clarification through their direct leader or, if necessary, with the Legal and Governance VP.

4.10 Awareness and Certification

All FORESEA members, including those who exercise management duties, and all other audiences covered by this document must be aware of this Policy on Legal Affairs within a maximum of 90 days after its date of approval.

5 RESPONSIBILITIES

Duties and responsibilities are described throughout this Policy

6 REFERENCE DOCUMENTS

NA

7 REFERENCE PROCESSES MAPSERRO! INDICADOR NÃO DEFINIDO.

NA

8 ANNEXES

NA