

ULHÔA CANTO

**MONEY
LAUNDERING
PREVENTION, ANTI-
CORRUPTION AND
CLIENT
IDENTIFICATION
POLICY**

Version: November 2017

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I. Introduction

In accordance with Law No. 9.613/1998 ("Money-Laundering Law") and its subsequent amendments and Law No. 12.846/2013, including its regulations, in particular Decree No. 8.420/ 2015, and the Ordinance of the Office of the Federal Controller General No. 909/2015, ("Anti-Corruption Law"), Ulhôa Canto, Rezende e Guerra Advogados ("Ulhôa Canto") structured this Money Laundering Prevention, Anti-Corruption and Client Identification Policy ("Policy").

All terms used in this Policy and that are not defined herein will have meanings assigned to them in the Manual.

This Policy is not exhaustive and is subject to continual changes, amendments and revisions, which will be widely disseminated to everyone. Upon the admission of new Members, they will receive a copy of this Policy and shall certify, in writing, that they have read and agreed to its terms, and shall commit not to violate the rules contained in this Policy in accordance with the Training Policy.

IN CASE OF QUESTIONS, MEMBERS OF ULHÔA CANTO SHALL CONSULT THE COMPLIANCE COMMITTEE BEFORE TAKING ANY MEASURE THAT MAY POTENTIALLY RESULT IN VIOLATION OF THE TERMS OF THIS POLICY.

The Compliance Committee shall be responsible for ensuring that Ulhôa Canto and its Members fully comply with all current standards and regulations related to the fight against and prevention of money laundering and acts harmful to the government, among other duties and obligations.

The Compliance Committee will establish the proper training of Ulhôa Canto Members so that they are able to recognize and fight money laundering and acts harmful to the government, and will offer new training, if necessary, in case of changes in the applicable legislation. Training will be carried out in accordance with the Training Policy.

II. Money Laundering Prevention

The term "money laundering" refers to several activities and processes in order to conceal the owner and the previous source of illegal activity, to simulate a legitimate source.

Ulhôa Canto and its Members must obey all rules that prevent money laundering, especially those contained in the Money-Laundering Law, as amended.

According to the Money-Laundering Law, money laundering is defined as "concealment or simulation of the nature, source, location, arrangement, operation or ownership of rights or amounts directly or indirectly resulting from a criminal offense." The penalty provided for by law is imprisonment of 3 to 10 years.

III. Preventing Acts Harmful to the Government

According to the legislation in force, the acts defined by the Anti-Corruption Law and which, therefore, must be prevented, fought and reported, if they occur, by the Compliance Committee, are:

- To promise, offer or give, directly or indirectly, undue advantage to a government agent, or to a third person related to him/her;
- To finance, pay for, sponsor or otherwise subsidize the illegal acts provided for in the Anti-Corruption Law;

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- To use an individual or legal entity to conceal or dissimulate one's real interests or the identity of the beneficiaries of the acts performed;
- With regard to tenders and contracts:
 - a) to frustrate or defraud, through adjustment, combination or any other expedient, the competitive nature of public bidding procedure;
 - b) to prevent, disrupt or deface the performance of any act of public bidding procedure;
 - c) to remove or attempt to remove a bidder, through fraud or by offering an advantage of any kind;
 - d) to defraud public bidding or the contract resulting therefrom;
 - e) to create, fraudulently or irregularly, a legal entity to participate in a public bidding or enter into a government contract;
 - f) to obtain an improper advantage or benefit, in a fraudulent manner, from changes or extensions of contracts signed with the Government, without authorization in law, in the call notice of public bidding or in the respective contractual instruments; or
 - g) to manipulate or defraud the economic and financial balance of the contracts entered into with the Government;
- To hamper the activity of investigation or inspection of bodies, entities or government agents, or to interfere with their action, including within the scope of the regulatory agencies and the inspection bodies of the national financial system.

IV. Client Identification Procedures

Members of Ulhôa Canto shall take all necessary measures in accordance with applicable laws and client identification rules in this Policy, to establish and document the true and complete identity and history of services provided to each client.

This information must be obtained from a prospective client before Ulhôa Canto accepts it as such.

Individual: If the client is an individual, members of Ulhôa Canto must obtain at least the following information:

- (i) full name;
- (ii) Individual Taxpayers' Register ("CPF/MF") or tax identification number in the country of residence, in the case of foreign clients or those living abroad;
- (iii) full residential or commercial address (street, complement, neighborhood, city, state and zip code);
- (iv) telephone number and email address for mail purposes; and
- (v) acceptance of Fee Proposal, which shall contain (a) a detailed description of the services (any possible provision of additional services must be agreed with the client, must be in writing and be filed jointly with the acceptance of the Initial Fee Proposal); (b) estimate of fees (when possible); (c) General Contracting Conditions.

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Legal Entity: If the client is a legal entity, the Members of Ulhôa Canto should obtain, at least, the following information:

- (i) name or corporate name;
- (ii) names of the final controllers, to investigate potential conflicts of interest on the part of Ulhôa Canto and its members;
- (iii) registration number in the National Corporate Taxpayers' Register ("CNPJ/MF") or tax identification number in the country of its headquarters, in the case of foreign legal entities;
- (iv) full address (street, complement, district, city, state and zip code);
- (v) telephone number, email address for mail purposes and name of contact person
- (vi) acceptance of Fee Proposal, which shall contain (a) a detailed description of the services (any possible provision of additional services must be agreed with the client, must be in writing and be filed jointly with the acceptance of the Initial Fee Proposal); (b) estimate of fees (when possible); (c) General Contracting Conditions.

Clients should immediately inform Ulhôa Canto of any changes that may occur to their registration data, as described above.

If Ulhôa Canto serves clients that are part of the government, directly or indirectly, the Members involved in the issue, prior to the acceptance of the client and the work, must ensure that Ulhôa Canto was engaged in accordance with the legislation in force, after the execution of a bid and/or administrative proceeding of a different nature, as applicable. In order to do so, Ulhôa Canto Members should request the potential client, and send a copy of, the administrative decision and other documents supporting the engagement of Ulhôa Canto, to the Compliance Committee, prior to the acceptance of the client and the work. It is only after the favorable opinion of the Compliance Committee that the Members will be authorized to continue the negotiations with those clients that are part of the government, directly or indirectly.

Fee invoices and bills must be issued against individuals or legal entities registered as clients by Ulhôa Canto. Nevertheless, in the case of legal entities, the issuance of fee invoices and bills for controlled companies, controlling companies or those under the common control of the client registered by Ulhôa Canto will be allowed. Except as provided above, in case the client requests the issuance of a fee invoice and bills against a person other than that registered by Ulhôa Canto, the Compliance Committee must be consulted in advance.

V. Detecting and reporting suspicious activities

If any member of Ulhôa Canto suspects the practice of acts related to money laundering, acts harmful to the Government or other illegal activities by any working client that directly relies on Ulhôa Canto's legal advice, the Member shall immediately report his/her suspicion to the Compliance Committee, by means of the channels of communication.

Thereafter, the Compliance Committee will review the facts and, in case of consistent evidence of illicit practices by the client, will report the issue to the Management Committee. The Management Committee shall decide on the treatment to be given to the case, particularly if the matter must be submitted to the Resolution Council, which shall decide on the suspension of services.

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All agreements, contacts, contracts with clients, by means of Ulhôa Canto's legal advice, involving any entity of the direct or indirect government, whether in participation in bids, renegotiation of administrative contracts, consortiums, agreements, or other activities, should be given special attention by the Members in order to avoid any involvement in acts contrary to the Government or the law in force.

If a UCRG client has been the target of investigations and/or proceedings involving the alleged practice of acts contrary to the Anti-Corruption Law, UCRG Members should analyze the requests and demands of that client with more care and attention, in order to prevent UCRG from being directly or indirectly involved in any practices that violate the Anti-Corruption Law. In order to do so, Ulhôa Canto's Members shall analyze the client's requests together with other related requests in order to identify operations that may be part of the same group or that have any type of relationship with each other.

Ulhôa Canto's Members must not disclose their suspicions or findings in relation to any activity to persons who are not members of the Compliance Committee. Any contact between Ulhôa Canto and the relevant authority about suspicious activities should be made by the Compliance Committee only. Ulhôa Canto's Members should cooperate with the Compliance Committee during the investigation of any suspicious activities.

VI. Retention and preservation of files

Ulhôa Canto's Members must keep files and records up to date with their clients' register data, including documents related to all services for the last five (5) years, and exclusively digital files are allowed.

The Compliance Committee shall make sure that Ulhôa Canto prevents any damage, falsification, destruction or improper modification of files and records by adopting necessary and prudent methods.

VII. Relationship with Suppliers and Service Providers

The choice of Ulhôa Canto's suppliers and service providers should be guided by the investigation of the reputation in the market, quality and technique of the services, ethical integrity and compliance with legislation.

Commitments to suppliers and service providers must be fulfilled, establishing objective contracts, always in writing, with a detailed description of the services provided and the respective costs, without any ambiguities or omissions.

The register of suppliers and service providers should be kept up-to-date by the team that requests that they be engaged.

The team responsible for engaging the supplier or service provider must also inform Ulhôa Canto's Managing Partner, should they seek to terminate the contracts with suppliers or service providers that behave unethically, do not have a good reputation in the market or are listed in the municipal, state or federal registers of punished companies, in accordance with the Anti-Corruption Law.

VIII. Engaging forwarding agents

It is strictly forbidden to engage forwarding agents on behalf of Ulhôa Canto for the provision of services in any government or private bodies, agencies, government agencies or federal, state and municipal departments, including but not limited to, Registries of Commerce, Central Bank of Brazil, Federal Revenue Service, Federal Revenue Agencies and Offices throughout the Brazilian territory,

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Municipal City Halls, Notary Public Offices, Real Estate Registry Offices, Title and Documentation Offices, Protest Letters and Titles Offices, as well as intermediation of the engagement of forwarding agents by Ulhôa Canto's clients.

Therefore, clients should contact and directly engage any forwarding agents, who they deem necessary, to provide services before government or private agencies.

This rule also applies to the acquisition of pre-operational companies ("shelf companies") which have been incorporated by third-party agents.

For the purposes of this Policy, any provider of services that are not legal, before any government or private agencies, particularly, without limitation, those related to the register or registrations of acts and various instruments, is considered to be a forwarding agent; to the updating of registrations before government agencies; to the conduction of bureaucratic procedures in general.

IX. Engagement of corresponding offices and/or lawyers in other states of the federation or other jurisdictions

Prior to engaging any corresponding law firms or lawyers in other states of the federation and/or other jurisdictions, Ulhôa Canto's Members shall request the correspondent attorney to formally adhere to Ulhôa Canto's internal rules and standards of conduct and principles.

In any case, the engagement of the correspondent attorney will only be formalized after he/she expresses, in writing, his/her adherence to Ulhôa Canto's standards and policies.

X. Penalties and Temporary Provisions

The same penalties and procedures for investigating conducts provided for in Ulhôa Canto's Manual of Ethics, Standards and Conducts apply in case of violation of this Policy.