

**TÍTULO: ANTI CORRUPTION POLICY AND RELATIONSHIP WITH THE PUBLIC SECTOR**

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**1. OBJECTIVE.**

The objective hereof is defining the guidelines, standards and procedures of the program to prevent and fight corruption and the relationship with the public sector to all companies of Eurofarma Group, pursuant to the legislation in force, the Code of Ethics and Conduct, policies, manuals and procedures defined by the Integrity Program.

Aligned with the Culture and ethical Values undertaken by each company of Eurofarma Group, as defined below, the Policy seek to contribution with the steps of prevention, detection, response and remediation of acts considered as non compliant with the legislation in effect, expected conducts and/or ethical precepts set forth by Eurofarma Group.

**2. INTRODUCTION.**

The commitment with ethics and integrity must ground and guide all actions of Employees, Third Parties and relationships of Eurofarma Group to carry out their business and activities, always compliant with the highest moral and legal standards, not tolerating any type of corruption and bribery.

Eurofarma Group and everyone who is related to it, either in an internal or external way, must understand and act pursuant to the applicable laws of corruption fighting, in all their relationships with the Public Administration or Public Agents.

It is not tolerated violations to corruption fighting laws and they can also expose Eurofarma Group, its shareholders, Administrators and Employees to serious consequences about reputation and image, in addition to prospective administrative, judicial or criminal penalties.

**3. SCOPE.**

This Policy apply, in a indistinct and indiscriminate way, to all Employees and Third Parties, in an exempt and unbiased way, within the commitment of Eurofarma Group in carrying out its business with ethics, integrity and pursuant to the legislation in force, especially, but not limited to, the Corruption Fighting Law (Law 12.846/13), Decree 8.420/15 - Brazilian Anti Corruption Law) and other standards that rule the relationship with the Public Administration and Public Agents.

The prohibitions set forth herein are applicable both to the conducts directly carried out by the companies of Eurofarma Group through it Employees and/or Administrators as well as any This Party, either natural person or legal entity contracted by Eurofarma Group.

**4. DEFINITIONS.**

All terms and expressions used herein with the respective initials written in small letters, even if in the plural or singular, masculine or feminine, will have the meanings given to them below:

**Public Administration:** It is the set of bodies, services and/or agents of State who perform the management and/or execution of public activities or services, either in the direct or indirect administration, in the federal, state and/or local field, to meet the necessities of society in general.

**Public Agent (s):** It mean all person who: (i) although temporarily or without remuneration, has a public office, job or function in any agency or entity of the Public Administration or company contracted or accredited to carry out an activity object of grant by the Public Administration; (ii) has office, job or function

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in public companies or controlled by the government, including the mixed economy companies, as well as public foundations; (iii) is a member of political party or is candidate to a political office; and (iv) has public office, job or function in state agencies, entities or diplomatic representations of foreign country we well as in legal entities directly or indirectly controlled by the public branch of foreign country or in international public organizations.

**Ombudsman's Office:** Indicated in Chapter XIII of Code of Ethics and Conduct, it has the purpose of being a mean for the Employees and Third Parties communicate their concerns and denounces related hereto as well as requesting the clarification of doubts.

**Employee (s):** It mean the internal public of Eurofarma Group, in other words, the Employees of companies belonging to Eurofarma Group, including their Administrators, interns and apprentices, considering all its segments of business, trademarks and divisions.

**Related Person (s):** Any individual with family connections in straight or collateral line up to the third degree who, for any reason, have relationship with a Public Agent.

**Policy:** It mean this Anti Corruption Policy.

**Health Care Professional (s):** It include all professionals qualified to provide medical services, associated or related to health care, handle, purchase, prescribe, use and/or present products to health.

**Third Party (ies):** Every external public to Eurofarma Group, without employment or legal connection, such as suppliers of goods and/or services (including, but not limited to companies of Commercial Representation, Service Provision in general and agency), clients, attorneys, consultants in general and other ones who have or intend to have a relationship with Eurofarma Group.

**Advantage (s):** It include any benefit (tangible or intangible one) that has value or can generate gain of advantage to the receiver, including money or equivalent stuff, such as gift card or present voucher, gifts, trips, meals of excessive values, tickets, entertaining, hospitality, accommodations, sponsorships, goods, services, loans, donations, discounts; privileged information, scholarship or allowance that were not requested, contracted and/or subject to regular process of homologation and register of suppliers defined by Eurofarma Group and/or that are out of policies and rules in force and defined by Eurofarma Group.

## 5. RESPONSIBILITIES.

It is responsibility of all Administrators and Employees to spread this Policy, as well as oversee the observation of Code of Ethics and Conduct of Eurofarma Group so that any third party is also committed with such documents.

### 5.1 Corporate Integrity Area.

- Update this policy in order to ensure that the regulatory/legal amendments, of guidelines, instruments or practices are observed.
- Define parameters for corporate trainings and specific ones related hereto.
- Clarify doubts about this Policy and its application.

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- Keep the Ombudsman's Channel - Denounce for eventual violations to the guidelines hereof, being the responsible area for the investigation of denounces or occurrences that disclose indications of conducts discrepant with this Policy.
- Investigate each notified denounce and suspicion.
- Present to the Committee of Ethics the investigated denounces.

**5.2 Committee of Ethics.**

- Analyze the reports sent by the Corporate Integrity area, suggesting improvements in the guidelines and practices destined to prevent and fight corruption;-
- Forward annual report of its activities within this Policy to the Advisory Council and Presidency.

**5.3 Supply Area.**

- Define procedures, centralized or decentralized, to knowledge of suppliers.
- Provide the Code of Ethics and Conduct to the Suppliers, requesting the signature of Adhesion and Responsibility Document”.

**5.4 Legal.**

- Interpret amendments in legislations related hereto to support the Corporate Integrity area whenever requested, assisting in the update hereof;-
- Clarify doubts related to the legislation of corruption theme whenever requested by the Corporate Integrity area;-
- Prepare and set forth anti corruption clauses to be included in agreements with third parties and by Supply Area.

**6. PRINCIPLES THAT RULE THE RELATIONSHIP WITH PUBLIC AGENTS.**

The employees and third parties of EUROFARMA Group in its name must keep a respectful, ethical and transparent relationship and in agreement with the law and public agents, not being tolerated the offer or promise to them of any type of goods of value, benefit or payment, either through direct or indirect contact, with the purpose of bribing, influencing or obtaining undue advantage.

EUROFARMA Group understand that any and all indirection, direct or indirect one (through Third Parties who act in its name) is grounded on the following principles:-

**6.1 Transparency.**

Every relationship with public agents must be grounded on clarity and transparency. Every information must be supported and documented through formal records subject to subsequent supervision by managers or any entities with legal authority to supervise the activities of Eurofarma Group. No employee will act in a way to omit information due to willful misconduct or not identify himself as a professional working in the name of Eurofarma Group during the conduction and performance of his activities to Eurofarma Group.

**6.2 Commitment to Ethics.**

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We believe that ethical behavior is essential to conduct our business. In this regard, it is prohibited to offer, promise, authorize or give any type of payment, remuneration, advantage, fee, benefits or goods of value to any public agent, either directly or through intermediates, with the purpose of obtaining undue benefit as a way of obtaining, carrying out or keeping business to Eurofarma Group or its partners. This prohibition is applied both to national public agents and foreign ones.

**6.3 with Laws.**

Interactions with public agents must have the clear purpose and scope, always in compliance with the applicable laws and regulations.

**7. RULES AND INSTRUCTIONS ABOUT THE RELATIONSHIP WITH PUBLIC AGENTS.**

It is prohibited to Eurofarma employees.

- **Suggest, offer, promote or grant, either directly or indirectly, upon demand or not, undue advantages of any type (financial or not) to persons and companies of public and private sector (including third-sector organizations) in exchange of carrying out or omitting acts inherent to their attributions or facilitation of business, operations or activities to Eurofarma or seeking benefits to himself or third parties.**
- **Payment or offering of undue advantages to public agents or agent of private sector, seeking to accelerate or favoring the analysis of administrative procedure, also seeking to obtain licenses, authorizations, permits or any other arrangements of regulatory type or inspection.**

The express prohibition included herein also apply to payments that have the objective of accelerating or speeding up the practice or routine acts by Public Agents (For instance: issuance of licenses, permits or authorizations; carry out inspections or visits, known as payments or fees of “speed up”, “acceleration” or “urgency”). Such payments are expressly prohibited and cannot be made under any circumstance, either directly or through any Third Party or other indirect means.

Payments of additional fees to acceleration of routine processes will only be allowed if expressly set forth and authorized in law and in an official way, directly paid to the public body (upon proper documents), never to a Public Agent or its intermediate.

**7.1 Bids and Public Agreements.**

Eurofarma Group does not enable or authorize its employees and Third Parties who have business relationship with the Group to carry out irregular practices in bids and public agreements, such as:-

- Cooperate or assist with public agent to insert, in call acts, clauses or conditions that hinder, frustrate or limit the competitive character.
- Fraud or frustrate, through agreement of terms or agreement of prices, covenants or any other modality, the competitive nature of the procedure, either with the public agent or other bidders;-
- Fraud, prevent or disturb the occurrence of any act of public bid procedure;-

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- Agree prices with Distributors and/or competitors where Eurofarma Group is participating or another company representative of Eurofarma Group.
- Obtain, to himself or somebody else, in a hidden and/or fraudulent way, benefits coming from amendments or extension of agreement entered into with the public administration, upon call of the bid or contractual instruments;-
- Fraud or manipulate the economic-financial balance of agreement entered into with the public administration;-
- Offer advantage of any type to competitor bidder seeking to remove him from the competition.

**7.2 Inspections and Meetings with Public Agents.**

If the interaction with public agents in meetings and inspections is not part of the attributions of employee, the latter must request instruction and authorization to the Directorate of Regulatory Subjects before making a contact in the name of company or use the name of the same or represent it in communications with those official agents.

If the employee of Eurofarma Group is aware of, or observe in meeting or inspection with the public agent, any undue conducts or that have occurred in a verbal way, written, implicit, explicit or that is characterized in the overall as indications of conflict of interest, attempted frauds, bribery, corruption (either active or passive) or other deviations of conduct, he must notify the Corporate Integrity area.

- **Meetings:** The meetings with public agents must have their object, date, time, name of attendees and conclusion registered through official minutes of Eurofarma Group prepared by the employee of EUROFARMA Group who attend the meeting. Such minutes must be signed by all involved parties and be sent to analysis by the Regulatory Subjects Directorate. If necessary, the Regulatory Subjects directorate can request further information or explanations not provided in the documents.
- **Inspections:** The inspections made by a public agent must be obligatorily followed by an official document issued by the responsible Body for the inspection. In this regard, it is the duty of employee of Eurofarma Group who will follow the inspection to observe the following requisites:-
  - Request to the public agent the official document before starting the inspection procedure;-
  - Analyze the document and check the inspection scope.
  - Request the credential from the government Authority in order to check the credibility and function of the officer.

If the employee has any difficulty to work according to what was described above, he must report the facts to his immediate superior or Regulatory Subjects Directorate.

At the end of inspection, the employee must forward the official document to the Regulatory Subjects Directorate.

**7.3 Expenses with Public Agents.**

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It is not allowed the payment of expenses to public agents, such as travel expenses, payment of accommodations, invitations for meals, delivery of gifts and presents or any other type of payment that might be characterized as delivered in the name of EUROFARMA Group.

**7.4 Prohibition - Gifts and presents to the public sector.**

Common market practice, the exchange of kind acts can approximate and strengthen the relationship between business partners. Therefore, Eurofarma Group usually allow to give and receive gifts, presents and entertainment to/from companies of the private sector. When it comes to the public sector, Eurofarma does not allow any type of offer or receipt of gifts and presents.

It cannot be made offers, receipts, grants, requests, demands, promises, either directly or indirectly, of any Undue Advantage, including gifts, presents, hospitality and entertainment that involve Public Agents, regardless of value or type of advantage/benefit.

When it does not involve Public Agents, it must be observed the provisions in the Code of Ethics and Conduct of Eurofarma Group.

**7.5 Licenses and permits.**

It is not allowed the payment to public agents or persons related to them, seeking to obtain, facilitate, maintain or extend any license or permit that is necessary to Eurofarma Group to the operation and/or continuation of business activities carried out by the group.

**7.6 Relationship with Health Care Professionals of the Public Administration.**

The Relationship with Health Care professionals and those members of ministries, Regulating Bodies, Professional and Class Councils, Labor Unions, among other bodies of Public Administration, either directly or indirectly, must be grounded on the highest moral and ethical standards, observing the provisions in the legislation in force, Code of Ethics and Conduct of Eurofarma Group and this Policy.

The organization and participation in specific events and that involve the Public Administration and Public Agents must be aligned with the legal, ethical precepts and interests of Eurofarma Group, as well as upon previous approval of the Committee of Ethics.

**8. Electoral Campaigns.****8.1 Donations.**

Without political-party preferences, Eurofarma was supporting candidates with proposals in the health care area, especially those related to the social well-being and sustainable development of the society. In February 2015 (prior to the electoral reform that prohibit the donation from legal entity to electoral campaigns) the company made the decision of no longer making donations and contributions to electoral campaigns.

**8.2 Participation of Employees in political activity.**

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If any employee is interested to be part in any type of political activity or manifest his support, he must do it in an independent and individual way, without any type of involvement of Eurofarma or in the name of company.

Every political activity must be carried out out of the labor agreement and business hours, being prohibited any type of political propaganda in the company facilities and it is prohibited the use of resources of company for this purpose.

It is prohibited support events in the company facilities and/or propaganda of political candidates or public offices and it must also be observed the rules of Code of Ethics and Conduct and other rules of the Integrity Program of Eurofarma Group.

**8.3 Employees Candidate to Political Offices.**

Any employee who want to be a candidate in the elections must notify the manager and the Corporate Integrity area.

If he decide to be candidate to a political office, the Group professional must be away from his professional activities, by requesting non remunerated license.

If the employee is elected, he must request his removal from the company in order to follow the public career.

**9. Donations and Sponsorships.**

To enter into sponsorship and donation agreements contribute to the economic development, improvement of quality of life of society and strengthening of Eurofarma trademark. We support social, environmental, cultural and sport projects in Brazil and abroad. We keep internal control procedures to contract, execute and follow up conventions and sponsorships with the objective of detecting and preventing acts of fraud and corruption.

The company make financial donations with the purpose of assisting with the development of social organizations that operate in different sectors. Equipment and assets of company that will be replaced are also destined to donation for institutions without profitable objectives and that service the low-income populations, located close to the units or even cooperatives to recycling. Some of regularly donated materials are desks, chairs and other furniture.

The Company prohibit any donations in exchange for favors with any natural person or legal entity, either Public Agent or Not, even if the favored party is a genuine charitable institution.

In case of any donation that is intended to be made for a Public Institution/body, it is necessary the approval of Committee of Ethics and Corporate Social Responsibility area.

**10. ACCOUNTING RECORDS.**

It is our obligation to keep books, records and accounts, reflecting, in a detailed, accurate and correct way, all transactions of the Company. To fight Corruption it is crucial that the transactions are transparent, fully documented and classified so that the accounting accounts accurately reflect their nature. Attempting to disguise a payment can create an even worse violation than an undue payment per se.

The Company keep internal controls that provide safety that:-



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- All operations are approved and carried out according to definitions in the Anti Corruption Policy and pursuant to the Internal Policies and Standards.
- All operations are registered as necessary to enable the preparation of financial statements according to the accepted accounting principles or any applicable criteria to those statements as well as to keep the correct control of assets.

**11. COMMUNICATION TO THE COMPETENT AUTHORITIES.**

The denounces of fraud, dishonesty and corruption that involve public bodies and/or managers duly evidenced, either with internal or external specialists, will be taken to the knowledge of the Public Prosecution Office or applicable body.

The Corporate Integrity area is responsible for presenting the results of investigations to the Committee of Ethics, which, on the other hand, forward to the legal area for notification to the Public Prosecution Office or applicable body through petition. In those cases, Eurofarma support and cooperate with the public power whenever formally contacted.

**12. ANTI CORRUPTION CLAUSE – AGREEMENTS.**

Eurofarma Group, through the legal area, already include in agreements entered into with third compliance clauses that-

- (i) It is conditioned to enter into the agreement the commitment of the third party with the Code of Ethics and Conduct and that-
- (ii) set forth the possibility of termination of the third party carry out harmful acts against the Public Administration, either national or foreign or disrespect the Code of Ethics and Conduct of the company;-

**13. VIOLATIONS AND PENALTIES.**

The violations to this Policy will also be considered infringements to the Code of Ethics and Conduct of Eurofarma Group, subjecting its violators to the legal penalties as applicable and pursuant to the Disciplinary Steps Policy.

The Third Parties will be liable on civil and criminal grounds for infringements to this Policy or any document of the Integrity program of Eurofarma Group in addition to the application of defined contractual penalties, including applicable losses and damages and observed the contractual terms and Policy of Management of Consequences of Eurofarma Group.

**14. COMMUNICATION, TRAINING AND DOUBTS.**

Eurofarma Group will keep a periodic and constant communication and training plan to its Employees with the purpose of disclosing and raising awareness of the importance of observing the rules hereof.

It is the responsibility of all managers of Eurofarma Group to disclose to their teams the content hereof and raise their awareness about the necessity and importance of its observance and encourage them to present doubts or concerns with regard to its application.

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Any situations, exceptions and/or clarifications about the application hereof can be sent to the Corporate Integrity area through the e-mail [compliance@eurofarma.com](mailto:compliance@eurofarma.com).

**15. OMBUDSMAN'S CHANNEL.**

If you receive a request of extraordinary payment or delivery of Undue Advantage by any Public Agent or Related Person, immediately refuse it in an explicit and definitive way and notify it to the Committee of Ethics through the Ombudsman's Channel;-

It is the responsibility of all Employees and Third Parties of Eurofarma Group to notify any violation, discrepant behaviors or suspected violation to the principles of ethics, honesty, commitment, responsibility and seriousness, laws and regulations in force hereof as well as of other policies, manuals and internal procedures.

The omission in view of the knowledge of prospective violations by Employees and Third Parties will be considered unethical attitude and it can be applied disciplinary steps. Similarly, the report of unreal situations with the objective of harming other persons or companies due to personal interests will be equally considered unethical and subject to penalties, pursuant hereof or any other document part of the Integrity Program of Eurofarma Group.

In personal: Brooklin Unit - 19th floor.

E-mail: [compliance@Eurofarma.com.br](mailto:compliance@Eurofarma.com.br).

Telephone number: 11 5090 8617.

Ombudsman's Channel: [www.contatoseguro.com.br/grupoeurofarma](http://www.contatoseguro.com.br/grupoeurofarma).

Free telephone numbers, 24 hours a day 07b days a week, according to the list below.

<b>Country</b>	<b>Telephone number</b>
Argentina	0800-345-3145
Bolivia	800-104 612
Brazil	0800 602 18 34
Chile	800 914 489
Colombia	01-800-5189605
Costa Rica	8000320029
El Salvador	8006414
Ecuador	1800 001 131
Guatemala	1800 300 0189
Honduras	80027916003
Mexico	800 681 8206
Nicaragua	18002202475
Panama	8002030093
Paraguay	9800120003
Peru	(0800) 78148
Dominican Republic	1 (809) 200-1590
Uruguay	000 416 205 2735

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It is neither allowed nor tolerated any retaliation against an employee who, in good faith, denounce an illegal conduct or discrepant with the guidelines of Eurofarma. To further information about the Ombudsman's Channel; it must be consulted the Corporate Policy of the Ombudsman's Channel - Denounce, available in the Intranet or contact the Corporate Integrity area.

All informed incidents of suspected violations hereof will be immediately investigated and in an appropriate way.

If, after investigation, it is observed that there was a conduct that violate the rules hereof, it will be taken corrective steps, immediate and exemplary, always according with the circumstances, seriousness and applicable law.

Any employee, third party or partner who violate any provision hereof will be subject to disciplinary sanctions set forth in the Disciplinary Steps Policy.