



INTEGRITY PROGRAM

Board of Partners

General Management

Compliance and Integrity Committee

Quanam – Uruguay

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1. PRELIMINARY CONSIDERATIONS

1.1. Profile y Values

We are a federation of signatures whose objectives are innovation and knowledge management for the benefit of our customers and the environment in which we operate. Made up from companies specialized in professional services for consulting and management, whose most valuable capital is the intelligent union of more than 400 specialists, including engineers, analysts, economists, administrators, accountants, statisticians and communication and management change professionals. With this team, tools, methodologies and own systems that are applied in all its actions, we have developed the best practices of business consulting, management and technology and professional services for leading companies in their sector. It is part of our business culture to offer consulting, support and our services through specialists who work in teams, together with our clients, providing support and assistance both within our clients' offices, or in remote modalities.

With a vast experience in the market, alongside our Partners and collaborators we have been constantly innovating since 1978, having as a goal the success and improvement of our clients' processes, through the most updated solutions and tools that meet all the challenges of an increasingly globalized economy.

Our professional services could be summarized in the following way:

Permanent introduction of innovative elements and processes in order to increase the competitiveness of our customers.

Important presence at the regional level, in any location in Latin America.

Deep knowledge of leading companies and organizations in your region.

Deep knowledge of world class methodologies, the best practices, techniques and products, as well as the business of our customers and their industries.

Permanent commitment of our professionals with the quality and success of their clients.

Build experiences of value for our clients during the course of our services, combining their knowledge with the technical and industrial contributions of our professionals.

Promote long-term relationships with our clients.

Our Mission

Offer our clients, through innovative solutions, competitive advantages that allow them to conquer and maintain leadership positions in their respective fields of activity, naturally integrating the best of information technology and management and control practices.

Our Vision

Be one of the most respected Companies in America, a leader in the region, always seeking the recognition of our customers and the market, both for the quality and innovation of the professional services offered, and for the commitment we have with the success of customers.

Our Values

Our foundations are asserted in the technical capacity and human values of our professionals. In Quanam, we understand that only if you give the professional a work environment in which they find full personal fulfillment, is that you are going to have professionals of exceptional solvency. Our core values underline the company's commitment to customers, the community and the environment. To achieve them, we promote ethics, commitment, responsibility, loyalty, empathy and the courage to act accordingly.

This Code of Ethics and Professional Conduct is based on the practices of the Quanam Federated Companies throughout almost four decades of professional practice, as well as, other sources such as the Ethics and Professional Conduct Code of Software Engineering (Version 5.2) according to the recommendations of the *ACM/IEEE-CS Joint Task Force on Software Engineering Ethics and Professional Practices* jointly approved by both, the ACM and the IEEE-CS as a standard in the teaching and in the practice of Software Engineering.

1.2. Introduction

Corruption is a bad thing that affects everyone. Governments, citizens and businesses suffer from its effects every day. In addition to diverting resources that would otherwise be available for the best execution of public policies, corruption is also responsible for distortions that impact business activity directly, due to unfair competition, prices charged or restricted business opportunities. Fighting it, therefore, depends on the joint and continuous effort of all, including companies, which have an extremely important role in this context.

Numerous laws throughout the world, such as the **FCPA (Foreign Corrupt Practices Act)** of the United States of America, the **UK Bribery Act** of the United Kingdom and the **Lei Anticorrupção or Lei da Empresa Limpa of Brazil**, instituted the administrative and civil responsibility of legal persons by the practice of harmful acts committed in their interest or benefit, against the national or foreign Public Administration.

The approval of these Laws arouse great interest and attention on the issue of addressing corruption and has motivated intense discussions in the global business sector, especially given the concern companies have about the possibility of receiving severe sanctions in the context of an administrative process of accountability. In addition to its punitive nature, the aforementioned laws also attribute special relevance to the **anti-corruption measures** adopted by companies, which can be recognized as an **attenuating factor** in an eventual accountability process.

All of these actions in our company constitute the **Quanam Integrity Program**, which includes guidelines aimed at building and/or perfecting **policies** and **instruments** aimed at the **prevention, detection and remedies** of harmful acts to our Clients, and especially to the Public Administration, such as bribery of national and foreign public and private agents, fraud in bidding and purchasing processes in general or hindering investigation or inspection activities of institutions entities or public agents.

In the beginning of this document, an overview of what is the Integrity Program of Quanam under the approach of the Anti-Corruption Laws is presented, as well as the **five pillars** for its **development, implementation** and **support**:

- the Commitment and Support of Senior Management;
- Compliance and Integrity Committee;
- Analysis of the profile and risks;
- Structuring of the rules; and
- Instruments and strategies of continuous monitoring.

Next, we will address each one of them in more detail, focusing on important points that were considered by Quanam's Directorate and that should be considered for the continuous updating and improvement of our Integrity Program.

1.3. General Vision

Quanam's Integrity Program consists of a set of internal **mechanisms and procedures for integrity, audit and incentive to report irregularities** and the effective application of our **Code of Ethics and Professional Conduct**, and of our **policies, rules and guidelines**. All of these, with the goal of **detecting and remedying** deviations, frauds, irregularities and unlawful acts practiced in the market in general and, in particular against the national (in the countries Quanam acts) or foreign Public Administration.

Given the concept established above, it can be verified that **our Integrity Program is focused on anti-corruption measures adopted by Quanam**, especially those aimed at the **prevention, detection and remediation of harmful acts against the national and foreign Public Administration** contained in the Laws applicable in the territories where Quanam performs. Quanam has always operated **by vigorously applying the laws**. The initiative for the creation and permanent updating of its Integrity Program constitutes an effort **to compile and update initiatives and accordance programs** (compliance) to incorporate anti-corruption measures into the pre-existing frameworks, especially to show the concern when fraud in tenders and in the execution of contracts with the public sector occur.

1.4. The five pillars of the Integrity Program

1º Commitment and Support of Senior Management:

The **active support of Quanams' Senior Management** is an indispensable and permanent element for the **promotion of an ethical culture and respect of the laws for the laws** and for the effective application of the Integrity Program.

2º Compliance and Integrity Committee:

The **Compliance and Integrity Committee** is the instance choose by Quanams' Senior Management as the responsible for the **Integrity Program** of the company. This Committee is equipped with **autonomy, independence, material, human and financial resources** for its full operation, with a chance to **direct access**, when necessary, to the highest decision-making body of the company: the Board of Partners.

3º Analysis of the profile and risks:

Our Integrity Program was elaborated and must be periodically updated taking into account the singularities of **our processes and organization structure**, as well as our main **practices, areas of action and business partners**, and our level of **interaction with the public sector** (national or foreign) so that it can **evaluate the risks** of committing **harmful acts** of the laws in force.

4º Structuring of the rules and instruments:

Quanam's **Code of Ethics and Professional Conduct** and the **rules, policies and procedures for prevention and remediation** of irregularities that make up our **Integrity Program** should be updated repeatedly and were created based on the knowledge of the profile and risks of Quanam through its permanent analysis. These instruments allow us to develop mechanisms for **detecting** or reporting irregularities (**alerts or red flags, complaints channels and mechanisms for the protection** of the complainant) as well as defining **disciplinary measures** for cases of violation and remediation measures.

In addition to creating and maintaining the aforementioned instruments, it is essential that Quanam **disseminate its Integrity Program in a comprehensive and effective manner**, which is why we developed a **Communication and Training Plan** with specific strategies for the various Quanam audiences.

5º Strategies of continuous monitoring:

The dynamics of our operation make the permanent **evaluation of the applicability of our Integrity Program necessary**, which determined the creation of **verification procedures and mechanisms** so that the deficiencies found in any area can feed our Integrity Program to **refine and update** it continuously in accordance with the guidelines of the **Compliance and Integrity**

Committee. Quanam intends to ensure **that our Integrity Program is part of the company's routine**, in an integrated manner among all correlated areas, such as operational units, human resources, legal advice, control and accounting-financial department.

2.COMMITMENT OF THE SENIOR MANAGEMENT

The commitment of Quanams' **Senior Management**₁ with the integrity in market and, especially, in public-private relations, is expressed in its active support for Quanam's Integrity Program, as the basis for the creation of an organizational culture in which Officials and Third Parties₂ effectively have an **Ethical Conduct**. A Program that is not supported by **Senior Management** has little or no practical value; the lack of commitment of the Senior Management would result in the same lack of commitment of the other Officials, causing the Integrity Program to exist only "on paper".

For such reasons, **Quanams' Senior Management shows in various ways its commitment with the Integrity Program**: Partners and Directors, and in general all the **Executives of our organization reaffirm their commitment in a common and frequent way**, for example, by incorporating the matter into their speeches, in order to demonstrate that they **know the ethical values by which Quanam is governed and the policies it applies**. Quanams' Senior Management also includes as a permanent or frequent guideline in its meetings and / or in conferences with **Managers, Supervisors and other members of the Intermediate Directorate**, the verification of the effectiveness of the integrity actions. The destination of the adequate resources (human and material) for **the implementation and support** of the Integrity Program is, without a doubt, another factor of great importance that evidences Quanam's commitment, as will be shown in the following item.

Members of Quanams' Senior Management shall always be an **example of Good Conduct**, adhering quickly to the Integrity Program and publicly and ostensibly declaring the importance of the values and policies that make up our Program, whether through **explicit**, internal or public **statements**, or by **written statements**. On the one hand, the commitment to ethics and Integrity is shown to our internal public, such as Officials and Third Parties of different levels, Consultants, Supervisors and Managers, trying to convey to them the clear perception of the seriousness of the Program for our Organization and the enforceability of its rules. On the other hand, we ensure that such commitment is also clear to **Suppliers, Business Partners, Customers** and the **Society** in general.

Furthermore, the demonstration of such commitment comprises the performance of Senior Management regarding the **supervision and accompaniment**, directly or indirectly, of the **application of the Program**. In case of detecting signs of lack of effectiveness of the integrity measures or occurrence of irregularities, **Senior Management guarantees the means and institutional support for the necessary improvements in the Program and the corresponding**

corrective measures taken. The attitude of the members of Senior Management regarding the eventual occurrence of an injurious act is extremely important. When members of Senior Management participate in harmful acts, it is evident due to the absence of institutional commitment. The lack of real commitment to the Integrity Program would become evident if heads acknowledged possible irregularities and did not adopt the expected measures, or if they intentionally avoided to acknowledge facts that would create responsibilities. The **explicit guidance** for all members of Quanam's Senior Management is **unequivocally contrary to such assumptions.**

Through **simple and concrete measures** Quanam seeks to ensure that employees with **Middle Management positions and Supervisors** have a clear awareness of Senior Management's commitment to the Program, so that they also support the initiative. It is essential that this managerial level considers the **values, rules, policies and procedures of integrity** in its **goals and orientations** and, for that, Quanam tries to include in the **Bonus Plans, Stimulating Remuneration** and similar, specific provisions that nullify any variable remuneration, even if the conditions have been reached, if it was demonstrated that in order to obtain the measured results one or more principles or provisions of the Integrity Program were violated.

Otherwise, even if there is a firm commitment from Senior Management, Officials of all levels may feel inclined to circumvent the rules. Thus, **it is essential to ensure that all Supervisors are emphatic about the non-tolerance of harmful acts** against the national and foreign Public Administration, contrary to the principles of Quanam, **even if that means, ultimately, stop doing business.**

Notes: 1 – Senior Management consists of Partners (Board of Partners) and the Directors of Quanam.

2 – **Third Parties** they are those that can act in the interest or benefit of Quanam, holding accountability, such as suppliers, service providers, intermediary agents (QBP - Quanam Business Partners) and associates.

3.COMPLIANCE AND INTEGRITY COMMITTEE.

Based on Quanam's decision for the strong commitment with ethics and integrity, Senior Management members constituted the **Compliance and Integrity Committee** composed by **three Executives with supervision, management or Directorate level**, responsible for **developing, updating, applying and monitoring the Integrity Program.** Members of the Committee are designated by the **Board of Partners** and they remain in their duties for **three-year periods renewable only once**, alternating in the day-to-day performance in interventions with participation of at least **two members**, except in the special cases of recommendations for modifications to the Integrity Program and for the adoption of Disciplinary Measures .

Guidelines for the **implementation of the Integrity Program** are made through **Executive Recommendations** that must be communicated to the parties involved in writing, with the signature of at least two members of the Committee. Recommendations to Senior Management for **modifications to the Integrity Program** and decisions on Disciplinary Sanctions must be adopted with the participation and vote, by majority, of the three members of the Committee, preferably unanimously. Modifications to the Integrity Program will be adopted by decision of the Board of Partners based on a recommendation of the Committee.

The structure of the Compliance and Integrity Committee guarantees that said Committee has the necessary conditions to **put the Program into practice**, with the **allocation of adequate financial, material and human resources**. In addition to resources, the Committee has the **power and conditions to coordinate its efforts** with the operational, staff and administrative areas directly responsible for the execution of outreach, training, operation of the complaints channel and other procedures, in order to ensure that the actions are in fact fulfilled in accordance with the definitions of the Program.

The Compliance and Integrity Committee has the **autonomy to make decisions** and implement the actions required for the proper functioning of the Integrity Program **and has the authority to recommend to the Board of Partners the changes it deems necessary**. Suggested corrections may, in some cases, represent financial investment, job growth, change routines or additional training for various areas of Quanam. However, it is Quanam's policy that its Board of Partners and its Senior Management support those corrections capable of mitigating considerable risks, even if they are seen as disproportionate by some sectors of Quanam.

The Compliance and Integrity Committee is also **competent to ensure that any evidence of irregularities are analyzed effectively**, even if they involve other sectors or even members of Senior Management, with the prerogative of, if necessary, reporting directly to the Board of Partners, the highest hierarchical level of Quanam. In addition, to ensure the independent performance of people working in the area of integrity or related issues, it is Quanam's policy that for protection against possible arbitrariness arising from the normal exercise of their powers, **members of the Compliance and Integrity Committee may only be object of punishment or disciplinary action adopted by the Board of Partners**.

4. QUANAM'S PROFILE AND RISKS

The Integrity Program of the Quanam Federated Companies was developed taking into account the **size** and **specificities** of our company, based on information such as:

- Market Sectors in which we operate in the country and abroad.
- Organizational structure (internal hierarchy, decision-making process and main competencies of Boards, Directorates, Business Units or Departments or Cores).
- Number of Officials and **Collaborators** (Third Parties).
- Level of interaction with the Public Administration, quantity and value of contracts concluded with Entities and Public Bodies, frequency and relevance of Third Parties in interactions with the Public Sector.
- Possible corporate participations that involve the Quanam Federated Company as a controlling, controlled, affiliated or consortium.

In addition to **the analysis of Quanam's profile**, the structuring of our Integrity Program also considered the **evaluation of risks derived from the characteristics of the markets** where we operate (local culture, state regulation level, corruption history). Said evaluation mainly considered the probability of the occurrence of fraud and corruption, including those related to tenders and contracts, and the impact of such harmful acts on the operations of the Quanam federated company. Based on the identified risks, **rules, policies and procedures** were developed to **prevent, detect and remedy** the occurrence of **unwanted acts**.

The **risk mapping process continues to be carried out periodically** by the Compliance and Integrity Committee and by the Board of Partners so that possible new risks can be identified, whether they come from changes in current laws or the creation of new regulations, or internal changes of Quanam itself, such as entering new markets, business areas (practices) or opening subsidiaries or incorporating new federated companies. Notwithstanding having a corporate Integrity Program in common, each Quanam Federated Company can define and update a **National Program Addendum** detailing the Laws, Decrees and other regulations contemplated for each country of action.

The evaluation of the profile and risks helps Quanam to **be careful with situations that may allow or camouflage the offer of undue advantages to Public Agents or contribute to the occurrence of fraud in tenders and contracts**. Hereunder we present some risk situations, especially in relation to the anti-corruption legal provisions.

4.1. Participation in Tenders.

The participation of the Quanam Federated Companies in tenders and the execution of administrative contracts are situations that present **significant risk of fraud and corruption**, such as the following **harmful acts** to the Public Administration:

- a) Hinder or fraud, through adjustment, combination or any other procedure, the competitive nature of a public bidding process.
- b) Prevent, disturb or fraud the performance of any act of a public bidding process.
- c) Set aside or attempt to set aside a bidder, through fraud or offer of an advantage of any kind.
- d) Fraud a public tender or a contract derived from it.
- e) Create, fraudulently or irregularly, a legal entity to participate in a public tender or to enter into an administrative contract.
- f) Obtain any undue advantage or benefit, fraudulently, through modifications and/or extensions of contracts concluded with the Public Administration, without legal authorization, or in the act calling for public bidding or in the respective contractual instruments.
- g) Manipulate or fraud the economic-financial balance of contracts concluded with the Public Administration.

4.2. Acquisition of licenses, authorizations and permits.

When attempting to acquire licenses, authorizations and permits, Officials or Third Parties may be driven by **the impulse to offer undue advantages** to Public Agents, or to respond to requests from said agents, **with the aim of benefiting Quanam or obtaining any other undue benefit.**

4.3. Contact with Public Servant in audit

When Quanam is undergoing inspection, **contact** with Public Agents may lead Officials or Third Parties to offer **undue advantages**, or to give in to requests in that regard, in order to influence the result of the audit. **During inspections**, any Official and/or Third Party of Quanam must **report to the Compliance and Integrity Committee** about any contact to be maintained by or with a Public Agents in any way linked to the inspection or to the body that promotes the inspection.

4.4. Recruitment of Public Agents.

In the event of hiring Public Agents, Quanam Professionals involved, must take special care to verify if the **selection** is being made due to the **knowledge** and **professional skills** of the Public Servant and with the aim of providing **technical advice** to Quanam decisions. If this is not the case, it can give the impression that the recruitment aims to provide an easy access to agencies or authorities or obtain privileged information or unlawful influence. In order to avoid that any **undue payment** is being **disguised** as a service delivery, additional procedures must be executed to **verify if the salary matches the quality and importance of the service** the Public Servant provides. In addition, the hiring of persons linked to Public Servant (family members, partners, etc.) can cover up the payment of an undue advantage.

Quanam must also verify whether the Public Servant can, in fact, be hired, in accordance with the conflict of interest regulation.

4.5. Recruitment of Former Public Agents.

In the event of hiring Former Public Agents, Quanam must verify if they are not obliged to fulfill a **period of separation** from the sector in which they acted when they were Agents or Public Officials (**quarantine**).

In order to avoid that a previous promise of undue advantage - made when the Servant was in exercise - is being disguised as a service provision, additional procedures must be executed to verify if the salary matches the quality and importance of the service the Public Agents provides.

4.6. Courtesies Offer to Public Agents.

The offer of hospitality, gifts or **courtesies to Public Agents** or persons related to them can be considered as payment of undue advantages. In its possible business relations with other countries, Quanam must pay increased attention to this matter, under penalty of causing a situation of transnational bribery.

A lot of caution is recommended with the offer and payment of hospitalities and gifts to foreign Public Agents as they can be seen, depending on the situation, as an undue advantage, not only by the national legislation of Quanam's federated company, but also by other laws such as, for example, the **FCPA₃** (Foreign Corrupt Practices Act), the **UK Bribery Act₄**, the **Lei Anticorrupção₅** and the **CICC₆** (Inter-American Convention Against Corruption).

Quanam's **Compliance and Integrity Committee** regulates by means of **Executive Recommendation**, updated annually, the limits established to offer **hospitalities and gifts** to national and/or foreign Public Agents.

4.7. Unreachable goals and other forms of pressure

The **pressure** to reach **unreal goals**, such as for the **closing of contracts**, can lead Officials and Third Parties under Quanam's service to **practice irregularities**, violating Integrity principles and policies of our federation. **The monitoring of Quanam's goals policy and variable remuneration** by the **Compliance and Integrity Committee** and by the **Senior Management** is important so that the orientation of closing businesses "at any cost" is not transmitted, to the detriment of our commitment to an Ethical Conduct.

4.8. Offer of sponsorships and donations

The distribution of **sponsorships and donations** can serve as a means to **camouflage the payment of undue advantages** to Public Agents. Therefore, it is essential for Quanam (especially its Marketing and Business areas with control of the Compliance and Integrity Committee and Senior Management) to know the institutions and people who receive these benefits, pay attention to their possible ties with Public Agents and to the result of these practices.

Quanam's **Compliance and Integrity Committee** regulates by means of **Executive Recommendation**, updated annually, the **limits** established to **sponsorships and donations** to national and/or foreign Public Agents and/or Organizations.

4.9. Third Parties Recruitment

The use of **Third Parties** in the relations between the **Quanam** Federated Companies and the **Public Sector** is a source of **risk for our Integrity**, since Third Parties represent the interests of Quanam, even if they are not part of our cadres or are not directly subordinated to our Supervisors, Managers and Senior Management. In accordance with the majority of anti-corruption laws, companies **can be held liable for all harmful acts practiced in their interest**, including by Third Parties, without direct participation of Company Officials and/or Heads. In this way, the **continuous monitoring** by the Compliance and Integrity Committee and by the Middle and Senior Management of Quanam is aimed to control the actions of those who can practice acts for the benefit or interest of Quanam, **refers to both Officials and Third Parties**, giving little importance to the nature of the tie (employment or not) of these actors with our company.

4.10. Mergers, acquisitions and corporate restructuring.

Possible mergers, acquisitions and corporate restructures may represent risk situations, as there is a possibility that Quanam inherits liabilities of unlawful acts practiced prior to the operation. In this way, Quanam (which did not contribute to the occurrence of these illicit acts) must pay attention to this risk and adopt prior verification procedures (due diligence) that must have the approval of the Compliance and Integrity Committee and the Board of Partners duly documented in a specific **Executive Recommendation**.

Notes:3 – **FCPA** (*Foreign Corrupt Practices Act*) from United States of America. More information: <http://www.justice.gov/criminal/fraud/fcpa/>.

4 – **UK Bribery Act**. More information: <https://www.gov.uk/government/publications/bribery-act-2010-guidance>.

5 – **Lei Anticorrupção** (12.846) from Brazil. More information: http://www.planalto.gov.br/ccivil_03/_ato2011-2014/2013/lei/l12846.htm.

6 – **CICC** (*Convenção Interamericana Contra a Corrupção*) from the OAS. More information: <http://www.oas.org/juridico/portuguese/treaties/b-58.htm>.

5. PROGRAM RULES AND INSTRUMENTS

5.1. Code of Ethics and Professional Conduct

The **ethics** and **conduct standards** detailed in **Quanam's Code of Ethics and Professional Conduct**, that is a part of our Integrity Program, represent the expected behavior of all Officials, Heads and even of Third Parties that are outsourced to provide business services of the Quanam Federated Companies to Clients and prospects within the markets in which we operate.

The **Quanam's Code of Ethics and Professional Conduct** defines, in eight **Principles**, **very clear behavioral standards** that **must be followed** by all our **Consultants** (Officials and third parties) and **Heads** (Medium and Senior management). These standards are **also available to external public on our website**, especially for our Business partners and Clients.

Our **Code of Ethics and Professional Conduct** is an important **Communication tool** for our **Officials** and **Third parties** and with the company as a whole, through which we explain **our values** and the **expected and prohibited behaviors** within Quanam. Its content generally covers the **values** and the main **rules** and **policies** adopted by Quanam.

For compliance purposes of the legal requirements applicable in each territory, we understand that our **Code of Ethics and Professional Conduct**:

- a) **Clarifies the Principles and values** adopted by the Quanam Federated Companies with regard to issues of ethics and integrity in its activities of **providing consulting services** covering the sale, conception, design, construction (development and parameterization), implementation and support of **Business Solutions based on ICT components** (Information and Communications Technologies).
- b) **Mentions the Policies of Quanam** to prevent fraud and unlawful acts, especially those that regulate our **relations with the Public Sector**.
- c) **Establishes prohibitions:**
 - c.1) to the acts of promising, offering or giving (directly or indirectly) undue advantages to Public or Private Agents, national or foreign, or to people related to them.
 - c.2) to fraud in bids and contracts with the Government and/or with public and/or private companies, national or foreign.
 - c.3) to the offer of undue advantages to bidders/competitors.
 - c.4) to the hindering of the actions of audit authorities.
- d) **Clarifies** the existence and use of **complaints channels** and for guidance on Integrity issues.
- e) **Establishes the prohibition of retaliation** to complainants and the mechanisms to protect them.
- f) **Contains forecasts for disciplinary measures** for cases in which the rules and policies of Quanam are violated.

Quanam's Code of Ethics and Professional Conduct was originally inspired by the principles of our **Integrity Program** and similar codes such as the **"Code of Ethics and Professional Practice of Software Engineering"** created according to the recommendations of the **"ACM / IEEE -CS Joint Task Force on Software Engineering Ethics and Professional Practices"** jointly approved by the **IEEE-CS (Institute of Electronic and Electric Engineers - Computer Society)** and

by the *ACM (Association for Computing Machinery)* as a standard in the teaching and practice of software engineering.

The code is written in a **clear and concise** way, with easy-to-understand language and can and **must be mandatorily applied by the various audiences of Quanam**. It was created, especially, as a **source of consultation** on **how to act, decide** and on what basis to support their decisions, for the internal public and, if necessary, for Quanam's business partners, **provided that the Integrity of Quanam's business is being considered**.

By virtue of this, it is expected that the **Code of Ethics and Professional Conduct** is **updated periodically** by the **Compliance and Integrity Committee**, with the approval of the Board of Partners, according to the **new needs**, as a result of **legal or regulatory changes, institutional changes** or changes in the **practices and/or business areas** of Quanam in its operating territories.

5.2. Rules, Policies y Procedures

The **rules, policies and procedures** to **prevent, detect, avoid and correct irregularities**, based on the **identified risks**, are **coordinated with each other**, making it easy to understand and apply them in the Quanam work routine. **All policies specify their objectives, procedures, target public, frequency, responsible units and ways of monitoring**. These **policies, rules and procedures** are a part of the **Integrity Program** and of the **Executive Recommendations** produced regularly by the Compliance and Integrity Committee with the approval of the Board of Partners.

Some types of **internal controls** used for risk mitigation are **common to several policies**. That is the case, for example, of establishing **levels of approval** for certain procedures, which depending on the degree of risk identified may include up to the approval of the Compliance and Integrity Committee and the Board of Partners.

Hereafter, we present the list of **Quanam's Policies for mitigation of risks**.

5.2.1. Market Relations Policy

Some of the **risks**, to which Quanam is subject, impose the need to establish **regulations on how our Representatives** (Officials, Heads and Third Parties acting on our behalf) **must act when they are in contact with the Market, especially with Public Agents**. A clear and effective policy on relations with the Market, especially including the Public Sector, is able to **mitigate risks** related to participation in processes of acquisition, tenders and administrative contracts; to the payment of taxes; to obtain licenses, authorizations and permits; to situations of control or regulation; to the hiring of current and former Public Agents, among others. Most of the regulations, policies and procedures established for the relations with the Public Sector are equally applicable in the interactions with Clients and Prospects of Private Activity.

Hereunder, follow the **regulations** that comprise our **Public Sector Relations Policy**, established to avoid that the contact with Public Agents can facilitate the offer or the payment of undue advantages.

5.2.1.1. Rotation Regulation

The Commercial Directorate and the Managers of the Operational Business Units (responsible for the delivery of the services) will ensure that Quanam's Officials and Third Parties, who have business contacts with Public Agents, rotate in conducting such contacts with the same Public Agents, so as to reduce the possibility of vices in relationships.

Given the **duration of the business cycle** corresponding to the pre-sale and sale stages, as well as the extension of the period of execution of the Projects contracted, the permanence as the **main interlocutor** of each Official or Third Party of Quanam with the same group of **Public Agents, of the same public entity**, shall not exceed a period of five years. **Exceptions** will be tolerated exclusively for duly substantiated reasons of better customer service, requiring the **written approval** of the immediate **Supervisor** of the Quanam interlocutor and the **Compliance and Integrity Committee**.

5.2.1.2. Reunions Regulation

The Commercial Directorate and the Managers of the Operational Business Units ensure that meetings of Quanam's Officials and Third Parties with Public Agents will be organized in such way that at least **two Representatives participate in behalf of Quanam**, preferably including at least one of the hierarchical level of Supervisor or higher. The second participant of such meetings may also be an Official or a representative of a business partner of Quanam.

In case that a meeting with one or more Public Agents needs to be held and that in said meeting participates only one Professional representing Quanam, when it is not possible due to time or other restrictions to have the presence of another Quanam representative or of a business partner company, the Professional participating in the meeting **must notify** their Supervisor **in writing** about the situation, and the latter must notify the Compliance and

Integrity Committee in writing, which will assess the situation in accordance with the Integrity Program of Quanam

This regulation does not apply to the accompaniment meetings of Projects in execution foreseen in the schedule and in the methodology of such Projects

5.2.1.3. Approvals Regulation

Any manifestation of any Representative of a Quanam Federated Company that includes any **commitment** of the company with a Client or Prospect, whether oral or written, must have the **prior approval** of Quanam's relevant hierarchical instances.

This requirement refers to both **verbal communications** and **written communications** such as **e-mails, letters, proposals** and other. In all cases, the Quanam Professional, sponsor of the communication, must calculate the cost and the price of the sum of the deliverables to be offered, and **must obtain the formal and written approval** of the corresponding instance according to the scale of whichever is greater between cost and price if both exist, or the cost or price in the other cases:

- **Up to the equivalent in national currency of USD 1,000.00** (one thousand American dollars): approval of the immediate **Supervisor** of the sponsor.
- **More than USD 1,000.00 and up to the limit of the equivalent in national currency of USD 2,500.00** (two thousand and five hundred American dollars) approval of the **Manager (s) of the Operational Business Unit (s)** involved or of the corresponding **Director** in the case of the Staff areas.
- **More than USD 2,500.00 and up to the limit of the equivalent in national currency of USD 25,000.00** (twenty-five thousand American dollars): approval of the **General Director** of the Quanam Federated Company in question or of who is fulfilling its functions according to Communication in that regard issued by the General Director.
- **More than USD 25,000.00**: approval of the **Board of Partners**, or according to the statutory regulations of the corresponding territorial unit.

The initial values listed above may be **updated** by **Executive Recommendation** of the Compliance and Integrity Committee approved by the Board of Partners.

5.2.1.4. Proposals Regulation

Any Technical and/or Commercial Proposal may only be prepared from a previous **Q-Business Case** document that must be **approved** in a documented manner by the **Commercial Director**, by each of the **Operational Business Unit Managers** that have tasks assigned in the Project, and, if it were the case due to the requirement of the approval scale, by the corresponding higher instances according to the **Approval Regulation** and the **Executive Recommendation for current approval processes**.

Any **Q-Business Case** must contain the following elements:

- **Macro tasks (activities) of the Execution Schedule in the timeline** for service cases. The person responsible for defining the activities and for estimating their duration will be, in all cases, the **Manager of the Operational Business Unit** who will subsequently be responsible for the execution (delivery) of such tasks.
- **Time load of dedication by Professional Profile in the timeline** for service cases. The **person responsible for estimating the hourly load** per profile will be, in all cases, the **Manager of the Operational Business Unit** who will, subsequently, be responsible for the execution (delivery) of the services considered.
- **Prices and costs** including taxes, fees, expenses and any applicable cost element. **The prices, costs and method of payment** will be **defined by the Commercial Director**, who will attempt to define them in consensus with the Manager (s) of the applicable Business Unit (s) whenever possible.

The communications of price estimates that do not determine the obligation for Quanam to keep such estimates firm, **provided that they are transmitted using license list prices** and subscription services (without any discount), are exempted from the requirements of this regulation; and also, **Quanam standard prices** for services to be executed under Quanam's responsibility (without any discount in relation to the prices usually charged by Quanam for such services), especially in the case of services in "time and materials" mode and not of "fixed price and closed scope".

5.2.2. Price Policy

Quanam charges, in all cases, **similar prices** for the **same material components** (software and hardware) and for **similar services** to be provided by the **same Operational Business Unit**. **The variations** respond exclusively to **needs and/or opportunities** of greater **competitiveness**, without significantly withdraw from the average standards of **expected profitability**. For these purposes, Quanam uses the **Price List Tables of its Business Partners - Suppliers** (of software and hardware and services) and a **List of Reference Prices and Operational Costs** by level of Professional Profile kept by each operational Business Unit of Quanam. The prices and costs of the most recent **Q-Business Case** of each Business Unit can be used for services.

The **Reference Price Lists** applicable in each Business Unit to each Professional profile and seniority level will be **defined and updated** periodically by the **Commercial Director seeking consensus with the corresponding Business Unit Manager**. The **Operational Costs** by Professional profile and by seniority level will include the **average costs** of the *profile-experience* in each Business Unit and the **Indirect Cost Attribution (MCI)** component, provided by the **Corporate Business Controller**, as well as the **Expected Allocation Rate** for the Business Unit (s) involved, for the next twelve months, provided by the **Commercial Director** or the **General Director**. Prices and costs can also be extracted from the most recent **Q-Business Case** of each Business Unit.

In cases where the total (global) price of a proposal **exceeds more than 35%** (thirty-five percent) or is **less than more than 30%** (thirty percent) that the value of said proposal, if such proposal has been calculated with prices from the **Reference Price List**, it must be routed for prior **approval of the Compliance and Integrity Committee** notwithstanding the **other applicable approvals** in accordance with the current approval standards.

The price derived from the calculation of **actions for risk mitigation** in cases of **“fixed price” and “closed scope” proposals** must be subtracted from the total (global) price of the proposal before applying the procedure stated in previous paragraphs.

Estimates of proposals that do not imply the obligation of Quanam to honor such proposals, as well as **initial proposals in Electronic Auction processes**, are **exempt** from applying the provisions of the previous paragraphs, or those that have replaced them, due to the fact that successive offers are expected (sets) that will reduce the initial price. In the latter case, the provisions of the previous paragraphs or those that have replaced them will be applicable to the **final price** of the proposal of the Quanam Federated Company, in the event that said company is the winner of the contest, and the **prior approval will be verbal** from the Commercial Director or another member of Senior Management during the contest or by **written delegation** to another Quanam Professional (Official or Third Party) with **subsequent notification** to the Compliance and Integrity Committee.

With the agreement of the Compliance and Integrity Committee, The Commercial Management will update, whenever necessary, the content of **Quanam’s Price Policy** by means of an **Executive Recommendation** of mandatory compliance that will replace the previous provisions.

The **restriction of discretion in the stipulation of prices and costs** prevents the process from being influenced by a combination with competitors, creation of "payroll games", and other similar **unethical practices** that are **strictly prohibited in Quanam**. The limitations imposed on Quanam Officials and Third Parties responsible for sensitive operations allow, for example, that when formulating a proposal to participate in a tender or competition, the price definition strictly follows pre-established technical parameters, consistent with the prices practiced by Quanam in similar situations.

5.2.3. Bidding Policy

It is not allowed that a single Official validates documents that will be presented by Quanam in **bidding competitions** in its most varied modalities, due to the **risk of falsification** or eventual **fraud** in the process.

The **qualification documentation** required in each bidding contest **must be prepared and approved by at least the following three Professionals**:

- **Commercial Sponsor:** The Commercial, or Commercial Manager, or Business Development Manager, or whoever is fulfilling such functions.
- **Management supervisors.**
- **Commercial Director or General Director or an Operational Business Unit Manager** if promptly authorized by one of the above to fulfill such function.

The proposal must comply with the **Approval and Proposal Regulations** (including its current updates as **Executive Recommendations** on approvals and proposals) that integrate the **Market Relations Policy**, and with the provisions of Quanam's Integrity Program **Price Policy**

In case of bidding contests that, by their nature, allow and/or require successive price tenders in competitive situations (sets), either in person or "online" (**Face-to-face or Electronic Auction**), the **Commercial Director** (or who is delegated by him) **may delegate** by appointing a Quanam Professional **who will be authorized** to make such successive tenders, either by special power, or by means of user communication and password, and in the written authorization notice the Commercial Director shall establish the **limits of successive tenders**, which will be in accordance with the minimum conditions for the proposal, set beforehand, pursuant to the relevant **regulations, policies and procedures**.

5.2.4. Hospitality and Gifts Policy

Relations with the market often involve issues related to gifts and hospitalities, which deserve to be highlighted, since they demand the **adoption of specific rules and policies** by Quanam, considering that generally there are rules on the value of courtesies that Public Agents and, even, Private Business Officials can receive. In addition, **the offer of courtesies and the cost of travel** can be used to hide the payment of **undue advantages**. For the foregoing reasons, Quanam's Integrity policy establishes the necessary **limits and conditions** to prevent this type of situation.

It is not about avoiding or condemning **usual and legitimate practices** that are part of the business activity. It is common for companies to **invite** representatives of companies and government agencies of countries in which they operate or in which they intend to do business, to **travel** so that they **get to know the facilities of the company or business partners, present a solution**, a **product** or a certain **technology**. Invitations to **fairs and exhibitions** of products, **conferences and congresses, receptions and corporate and business dinners** are **usual**, as well as the offer of **gifts** in those and other occasions.

Generally, these practices are ways recognized by Quanam as **legitimate** to promote our work, disclose our name and our brand and present our solutions, products and services to the market. However, Quanam takes specific care so that invitations made or gifts offered are not considered **unlawful acts** that can be imposed on **fines** and other **penalties**.

Hospitality expenses may include the **payment of trips, entrance tickets for conferences and congresses, accommodation, food and transport**, which may be legitimate mechanisms necessary to enable, for example, the presentation of products and solutions or of Quanam's agencies or a Business Partner, invitations to events promoted by Quanam or, even, to social events supported or sponsored by it. Those mechanisms prohibited by the Positive Law of some countries, where, for example, the purchase of air tickets for Public Agents is prohibited, but not the delivery of free entrance tickets (paid by the supplying company) to conferences and/or congresses or trainings, are excluded.

However, **depending on the situation** and the circumstances in which it occurs, the payment of a trip to a Public Servant that has decision-making power over a certain project that Quanam wishes to win **may be considered a bribe** to influence the outcome of the process. **Quanam's policy** about the offer and payment of gifts and hospitalities **clearly establishes what is acceptable and what is strictly prohibited**.

Next, there follows the guidelines of **Quanam's Hospitality and Gift Offer Policy** whose knowledge and strict compliance is mandatory for all Quanam Professionals and Representatives:

- Offering gifts and hospitalities (courtesies) **cannot be linked to the intention of obtaining undue profits** for Quanam, of rewarding someone for an achieved business or of characterizing an exchange of favors or benefits, either implicitly or explicitly.
- Before offering any type of hospitality or gift, it must be **verified** whether **local legislation is being respected**, as well as laws dealing with transnational bribery (ex.: *FCPA, UK Bribery Act, Lei Anticorrupção del Brasil*) and, additionally, if the internal **policies and rules of the institution** receiving the courtesy **are being obeyed**.
- Expenses must be reasonable and in accordance with local laws, and with the limits established in the current Quanam **Hospitality and Gift Cost Reference Table**, which will cover at least the following items:
 - Types and scales (ranges) of **gift costs**.
 - Conditions and scales (ranges) of costs of invitations for **soft drinks - coffees, lunches and dinners**.
 - Conditions and price scales (ranges) for invitations to **local events**.
 - Conditions and price scales (ranges) for invitations to **international events**.
 - Conditions and scales (ranges) of prices for **national and international travel expenses** (tickets, fees, accommodation, lodging expenses).
- No kind of **courtesy (hospitality or gift)** should be provided with an **unreasonable frequency** to the **same recipient**, so that any suspicion of impropriety can be generated.

- Travel invitations and related expenses must have a **clear connection** with the company's business, either to **promote, show or present products or services** or to legally enable the execution of current or potential contracts.
- The **Reference Table** provides indications that allow the **Quanam Officer to develop the critical ability** to decide on the reasonableness of proposing a certain hospitality action or offering gifts.
- Our Officials should be guided, for example, by a basic list of questions to be included and updated at the end of the **Reference Table**, initially including the following: What is the intention? Is there anything besides the promotion of Quanam businesses that should be kept secret? If the situation were reported to the external public, for example published by a large newspaper, would there be any inconvenience for Quanam? Could the situation be misunderstood?
- All Quanam Officials and/or Representatives may **turn to their immediate Supervisor** if they have questions about practical situations that involve hospitality and gifts. Supervisors and even Officials may also consult the members of the **Compliance and Integrity Committee** if necessary.

5.2.5. Pre-sale Policy

Market development (marketing) and commercial activities of the Quanam Federated Companies frequently require the execution of **technical activities and dissemination of knowledge (“evangelization”)** by our Consultants, having as **recipients companies and public and private institutions** and, consequently, the Officials of such organizations, **without Quanam receiving any compensation** in exchange for the activities carried out.

These are situations in which it is **in Quanam's interest to disseminate information and knowledge** in certain areas to **promote products, solutions and services** contemplated in our **Business Plan**. These **unpaid pre-sale investments** constitute **legitimate** actions of **ethical and fair competition** and are part of the **authorized** and usual **practices** of our company, as long as they are executed within **reasonable investment parameters** and aligned with our business development plans. All these activities must be approved by the **Commercial Director**, who will see and ensure to obtain the accession of the **Managers of the Operational Business Units** involved.

Next, there follows, the **initial list of free pre-sale activities** that may be **periodically updated by the Commercial Director** and consulted by the Compliance and Integrity Committee, with the authority to make recommendations in case that said Committee considers that any activity might not be in compliance with Quanam's Integrity policies.

- **Presentations** with or without **demonstrations of products, services, practices and structures** for individual Clients and Prospects or for joint meetings of both (**Events**),

held in person with logistics and infrastructure provided by Clients - Prospects, by Business Partners and Quanam Suppliers or hired by Quanam.

- Demonstrations of deeper functionalities known as **Proof of Concept (POC)**, possibly including technical "construction" activities related to softwares marketed by Quanam (parameterization and development of some customizations).
- **Training Sessions**, that aim to **disseminate Quanam products, solutions, services and competencies**, in the form of:
 - **Face-to-face Seminars** at the Client's headquarters - Prospect, or Quanam's or in a place rented by Quanam or by a Business Partner or Quanam Provider.
 - **Virtual Seminars** via Internet through specific Quanam tools of **WebEx** type, such as the **Q-Learning Webinars** of our **Cognitive Solutions Unit**.

In all cases, free pre-sale activities may **include all cost components**, such as the fees and expenses of travel and accommodation of Quanam Consultants, the rental of premises and tools and the eventual subcontracting of Third Parties in case that the complementary competencies that are required are not available in Quanam. However, the Commercial Director and the Managers of the Operational Business Units involved and their respective teams will attempt to minimize the costs derived from these activities, ensuring, whenever possible and applicable, that Quanam Business Partners and Suppliers collaborate in the financing of these activities, that, in many cases will be promoting their own products, software and services.

5.2.6. Accounting Records and Controls Policy

The establishment of **strict procedures** for **accounting records** is essential for the **identification of improper situations**. **Bribery**, as well as other **illicit practices**, is normally **disguised as accounting in legitimate payments** such as **commissions, consultancies, travel expenses, study bags, entertainment**, etc.

In the case of **records** that include **risk situations to the Integrity of Quanam control rules** it is require that the **accounting records** are **more detailed**, that is, **analytical** and with **thorough history**. They must include, for example, justifications related to the **need for services procurement**, information on the **contracted price and the market price**, justification for eventual payment of **values higher than market values** or the usual Quanam values, information on the **delivery of the product or service** and comments on the **quality of the service provided compared to the value paid**. Quanam's Medium and Senior Manangement have the obligation to promptly provide the Administration with all this information, as a **work routine**, or whenever they are requested by the Administration or by the Compliance and Integrity Committee.

Quanam considers important that our records are **reliable**, in a way that allows the **monitoring of expenses and income**, facilitating the **detection of illicit**. Thus, the **Compliance and Integrity Committee** has the **authority** to request and obtain the **review and monitoring** of the records of situations that include **risks to Integrity** from the **Administration**. The identification of atypical characteristics of transactions or changes in income standards (for example, **accentuated** and unplanned **increase** of public contracts in a region) or in standards of the expenses (for example, hiring of services for a **value greater than market value** or accentuated reduction in the value paid for a certain tax) may indicate that something improper is happening.

5.2.7. Third Party Hiring Policy

To minimize the likelihood that a Quanam Federated Company is involved in cases of corruption or fraud in tenders and contracts, in accordance with the actions of Third Parties, the adoption and execution of **appropriate verifications** for the hiring and supervision of Suppliers, Service Providers and Intermediary Agents (QBP - Quanam Business Partners), among others, mainly in situations of high Integrity risk, is mandatory.

Although the hiring of Third Parties does not have as an immediate objective to broker in relations with the public administration, this may occur during the performance of the contract, generating risks for the Quanam federated company.

Before hiring Third Parties, it is advisable to find out if the natural or legal person has a history of involvement in acts harmful to the public administration. If it is a legal person, it is also advisable to **verify if it has an Integrity Program** that reduces the risk of irregularities and that is in accordance with Quanam's **ethical principles**.

Quanam will always try **to insert, in the contract, clauses** that require, for example:

- Commitment to **Integrity in public-private relations** and to Quanam's **guidelines and policies**, including, when possible, with the foresight to enforce **Quanam's Integrity Program**;
- Foresight of **contract termination** if the hired party **performs harmful acts** against the national or foreign **public administration**;
- Payment of compensation in case of Quanam's liability for an act carried out by a hired party.

Quanam will periodically verify if the hired third party is acting in accordance with what is agreed in the contract and if it does not adopt behaviors contrary to our values or the laws.

It should also be noted that there are a number of alerts for the possibility that Third Parties are involved in fraud or with the payment of undue advantages to Public Agents, such as, for example, requests that the payment to the hired party be made in an unusual manner (in

“live” money, in unusual foreign currency, in different accounts, in accounts in countries other than the country of the company or the delivery of the service) and contracts with an undefined or unclear purpose. Such situations are **strictly prohibited** in Quanam except when they are fully justified for acceptable reasons that **must necessarily have the approval** of the General Director and the Compliance and Integrity Committee.

The use of **success clauses** is allowed, provided that the contracted person will only be paid (or he will receive an extra amount) if he is successful in performing the hired service. Such is the case of all contracts of the type of **agency or commercial intermediation or QBP**, in which it is completely **natural and lawful** that there is a variable remuneration based on the results, only applicable before the verification of such results.

Quanam does not allow current or ex-public agents and related persons to be hired without **additional care** being taken that emphasizes the **technical nature of the selection**.

5.2.8. Mergers, Acquisitions and Corporate Restructuring Policy

To prevent liability for harmful acts carried out by another company due to mergers, acquisitions or social restructuring processes, in the event of merger, acquisition and / or corporate restructuring, **Quanam Federated Companies will adopt measures** to verify whether the other company was or is involved in acts harmful to the public administration, national or foreign, and if it has vulnerabilities that involve Integrity risks.

Based on the verification of signs of irregularities (through **due diligence** and verifications of documents, corporate books, financial statements, validity of licenses and authorizations, documented processes and procedures, searches in public databases and on the Internet, among other means), Quanam will seek to identify the need for more detailed investigations, which allow it to make decisions on whether or not to continue with the merger or acquisition process. If Quanam decides to continue, it will adopt measures in accordance with the parameters of the Integrity Program, which may include verification of whether the company solved the problems, applied disciplinary sanctions, reported to the public administration and cooperated effectively with the investigations.

Once any form of corporate operation is concluded, the rules and procedures of the Integrity Program must be analyzed to verify how will they be applied, since adaptations may be necessary, depending on the weaknesses of the structure and areas of action of the new company. The adoption of all these measures is aimed at demonstrating that Quanam will continue its commitment to Integrity in business.

5.2.9. Sponsorships and Donations Policy

Its Quanam’s policy not to make any type of philanthropic donation, sponsorship or financing of political parties. It is expressly forbidden to adopt any attitude **that directly or**

indirectly violates this rule. This simple and clear policy is contained in the current chapter of Quanam's Integrity Program and Code of Ethics and Professional Conduct. All Executives, Managers, Consultants and other Collaborators of Quanam Federated Companies must know and disclose this policy internally, before Third Parties and in society in general.

Particular situations of sponsorships and/or donations to **non-political entities** are allowed exceptions as long as the specific rule, that states that the selection of recipients of sponsorships and donations **must be approved by the Director General**, and the approved projects must be **monitored by the Compliance and Integrity Committee**, who has the authority to **prohibit actions that violate the Integrity Program**, is established.

In cases where the donation or sponsorship has a high-risk profile, the Compliance and Integrity Committee will verify whether the values are being used for the lawful purposes to which they were initially intended. Regardless of the risk profile, **Quanam will seek to adopt contractual provisions that impose the commitment to the correct application of the resources**. The application of sanctions in the case of breach of signed commitments can also be expected. In addition, it will always be verified if the beneficiary institution is related to a Public Servant, since the donation or sponsorship may be used to hide a payment of any undue advantage.

In any case, prior **verification of possible past involvement in corruption or fraud cases is an important stage in the approval process**. In the same way, transparency in the donations, sponsorships and financing is another mechanism that helps prevent unlawful acts from happening and helps to increase control.

5.3. Communication and Training

Investment in Communication and Training is important for Quanam's Integrity Program to be effective. The values and general lines on the main Integrity policies adopted by Quanam, ratified and reinforced in the Code of Ethics and Professional Conduct, are accessible to all interested in Quanam's website www.quanam.com and are widely spread in all levels of our Organization. Heads, Officials, and even, in the appropriate cases, Third Parties responsible for the application of the policies, must be properly trained.

5.3.1. Communication

The Integrity Program, the Code of Ethics and Professional Conduct and other documents dealing with Integrity in business are available on the website www.quanam.com. Due to the nature of Quanam's work, the vast majority of our Officials have access to computers connected to the Internet, and consequently to said documents. Notwithstanding the foregoing, **all Quanam Heads, Managers and Supervisors have the obligation to confirm whether the Professionals under their supervision have access and knowledge of Integrity**

documentation, offering the necessary means to those who need them to study said documents.

The documents are **written in an understandable way** for the entire target public. The **guidelines are transmitted clearly and accurately, without doubtful messages**. Additionally, since there are Quanam Federated Companies in several countries, the fundamental documents are published in the local language (Spanish Language and Portuguese Language), and, in the case of the **Integrity Program**, each Federated Company may publish a **National Addendum** detailing the Laws, Decrees and other regulations contemplated for each country of action.

The disclosure is made through **e-mails from the Directorate** and **news on the corporate network**, as well as including the matter in the **pattern of periodic work meetings** coordinated by the Middle Managers, ensuring that the Officials know about the existence of **complaint channels**, and **policies for protection of the complainants** and, that they are aware of the **possibility of reporting suspicious cases**. To guarantee everyone's knowledge about the Code of Ethics and Integrity Policies, Quanam includes these matters in the **Quanam's Culture Induction Sessions**, mandatory for any Collaborator at some time during their first year of work, being required that **all Officials** participating in this initial training receive the welcome kit and **sign a document declaring knowledge of Quanam Integrity policies**.

Each Official or Third Party will receive in the act of hiring or signing their contract a welcome kit containing the documentation that is specified in the National Addendum corresponding to each Quanam Federated Company, and that will generally include the Contract (if applicable), the Confidentiality Agreement and applicable administrative procedures.

Finally, we **also keep the contact channel open with any member of the Compliance and Integrity Committee** in functions, to provide guidance and explanations on doubts related to different aspects of the Integrity Program. This communication channel can be used through free communication mechanisms via telephone or e-mail, easily accessible to everyone in the company and open to third parties and the general public, when appropriate.

5.3.2. Training

The **Training Plan** about the content and practical aspects of the guidelines and Integrity policies requires that **all Collaborators participate in at least one training session**, either during **Quanam's Culture Induction Sessions** for new Collaborators, or in a **session specially created** for collaborators that joined before the creation of the Integrity Program.

Given the nature of Quanam's activities and the **Professional level** of the vast majority of our Collaborators, **self-training** through reading documents that are published on the web, as well as the eventual **discussion of issues related to ethics and Integrity with their Supervisors** are fundamental pillars on which our Training Plan is based.

To be more effective, it is suggested that the trainings include practical situations, case studies and guidance on how to resolve possible problems. In order to train the new Officials and keep

updated the already trained Officials, it is important to guarantee the periodicity of the training.

The goal is for everyone in Quanam to receive information on values and general guidelines of our Integrity Program, which will allow them to know how and when to apply our Integrity rules and policies.

5.4. Complaints Channels

A company with a **well-structured** Integrity Program must have **channels** that will frequently **receive complaints** so that the possibilities of finding out about the existence of irregularities is greater.

Consistent with our **transparency policy**, Quanam makes widely available resources for anyone to report complaints of potential violations of our ethics and integrity standards. Both our Officials and the Third Parties and Business Partners that bring our ecosystem together have access to computers. For that reason, the simplest and most direct channel is sending an email to our address: [integridad."empresa"@quanam.com](mailto:integridad.) (where "empresa" must be replaced by the name of each Quanam federated company) which will be automatically redirected to the email accounts of the three members of the acting Compliance and Integrity Committee. It is important to point out that this complaints channel is also accessible for third parties and the external public.

To **guarantee the effectiveness** of this channel, the mandatory rules of Quanam guarantee the protection of the complainant in good faith, accepting, for example, **anonymous complaints** from unidentified e-mail accounts and establishing **the prohibition of any type of retaliation** to complainants. Our rules also include the implementation of **confidentiality procedures**, to protect those who, despite being identified before the Compliance and Integrity Committee, do not want to be publicly known.

In order to gain the trust of those who have something to report is **crucial** that Quanam complies with the **rules of anonymity, confidentiality and prohibition of retaliation**. **Since transparency in the process confers greater credibility to the procedures**, Quanam assures the complainants the **right to accompany the evolution of the complaint**, through contact and communication with the people appointed for this purpose by the Integrity Committee.

5.5. Disciplinary Measures

The foresight of applying **disciplinary measures in cases of violation of Integrity rules** is important to guarantee the seriousness of the Program, not being limited to a set of rules "on paper". The **certainty of the application of the measures** foresight in cases of verification of irregularities is very important for the credibility of the program.



Quanam defined and keeps updated in its **Code of Ethics and Professional Conduct** the written regulations that specify what are the disciplinary measures planned and the cases in which they are applied, as well as what procedures should be adopted and what area has the authority to investigate the facts and Determine the responsibilities.

The **sanctions/punishment** foresight are **proportional to the type of violation** and the level of responsibility of those involved, there is also a possibility of adopting **precautionary measures**, such as the **preventive separation** of Heads and Officials that could interfere or influence the proper process of investigating the complaint.

These norms, as well as Quanam's Integrity Program as a whole, guarantee that no Head or Official will stop suffering disciplinary sanctions for their position in the company. Quanam considers this as essential to **maintain the credibility of the Integrity Program** and the commitment of the Officials. Thus, we transmit written and clear guarantees that the **rules are valid for everyone** and that everyone is subject to disciplinary measures in case of non-compliance.



5.6. Remediation Activities

The detection of signs that acts harmful to the public or private administration, national or foreign, may occur, will lead Quanam to initiate an **internal investigation**, which serves as the basis for the appropriate measures. Regulations established in the **Code of Ethics and Professional Conduct** cover the **procedural aspects** that shall be adopted in the investigations, such as: deadlines, people responsible for the investigation of the complaints and identification of the instances or authorities to which the results of the investigations must be reported.

If an investigation confirms that a **harmful act** involving a Quanam Federated Company occurred, the relevant authorities will have the obligation to promptly adopt measures that ensure the **immediate interruption of irregularities, provide solutions and repair the effects caused**. Our guidance in this area is to always try to improve the Integrity Program, in order to avoid the recurrence of problems and the occurrence of new failures by applying disciplinary sanctions to those involved. Our inalienable adherence to the **principles of transparency**, make the adoption of these measures **disclosed to Officials and Third Parties**, in order to publicly reinforce Quanam's **non-tolerance** with the **practice of unlawful activities**.

Quanam also intends to **use the data obtained** in the eventual internal investigations to **encourage effective cooperation with the Public Administration**. Notwithstanding our spontaneous provision of collaboration, bear in mind that in some countries communicating the occurrence of harmful acts to the appropriate authorities, the delivery of information and the clarification of doubts may benefit the company in an eventual administrative process of accountability⁷.

Therefore, It is desirable that **each Quanam Federated Company** previously identifies the **agencies that have the jurisdiction** to investigate and punish any unlawful acts in the **territory** in which the company operates, in accordance with the sphere and power involved, and that the Integrity Program includes the provision, through the corresponding **National Addendum**, of the procedures to be followed to support the decision to cooperate with ongoing investigations in government agencies.

In **serious cases**, through an informed decision of the Board of Partners on its own proposal or of the Integrity Committee, Quanam can foresee the implementation of **independent investigations**, with the objective of guaranteeing the **credibility and impartiality** of the information obtained. The scope of the investigation should be adequate to the possible extent of the irregularities. If one of the parties involved acts in other subsidiaries or areas of the Quanam federated company, it may be necessary to extend the scope to verify if the unlawful practices were replicated in other situations and/or territories.

Notes: 7 – In some countries, there are laws that allow reducing the penalties for companies that cooperate with the investigation of the violations. Such is the case of **Law No. 12.846 / 2013 of Brazil**, which states that in the case of signing a "*leniência*" agreement, effective cooperation is a requirement, which translates into the identification of those involved in the infraction and in the famous delivery of information and documents that prove the unlawful act being investigated.

6. CONTINUOUS MONITORING

It is mandatory to comply with this **Monitoring Plan** to verify the effective implementation of the **Integrity Program** and enable the identification of **points of failure** that may require **corrections and improvements**. The continuous monitoring of the Program also allows Quanam to respond quickly to any type of new risks that may arise.

Monitoring should be carried out by the Integrity Committee who must write an **Annual Report** taking advantage of information and analysis from different sources, such as:

- Reports on the routines of the Integrity Program or related investigations.
- Verified trends in Quanam's customer complaints.
- Information obtained from the Complaint Channels.
- Reports made by regulatory or supervisory government agencies.

In addition to the analysis of existing information, the Integrity Committee may, for example, check through **interviews**, if the Officials are aware of Quanam's **values and policies**, if they follow the stipulated **procedures** and if **trainings** have produced the expected practical results.

If the breach of the rules or the existence of failures that are hindering the achievement of the expected results is identified, the Integrity Committee shall adopt the measures to solve the problems encountered.

Regardless of the specific measures taken by the Integrity Committee, the monitoring process may demand attention to some issues such as:

- Is the Quanam Federated Company adequately monitoring the enforcement of policies related to its main risk areas?
- Is the Integrity Committee conducting the monitoring process objectively, independently and autonomously in relation to the monitored areas?
- Does the monitoring include all the areas of the Quanam Federated Company involved in the implementation of the Integrity Program?
- Were the results of previous auditing processes, Integrity Program monitoring and other review mechanisms considered and corrected?
- How is the Quanam Federated Company responding to the issues identified during the monitoring process?
- Are action plans being developed in order to correct weaknesses found?

7. CONCLUSIONS

The **guidelines** presented herein constitute **Quanam's Integrity Program**, considering the specific characteristics of our Federated Companies. In Quanam we understand that a Program tends to be ineffective when measures are not customized according to the specificities of the company.

In an event of an accountability process of a Quanam Federated Company, the evaluation of our Integrity Program may be used, both for the application of the sanctions - as a factor of reduction of the fine - and for the execution of a cooperation agreement.

In this way, in an eventual administrative process of accountability, our Integrity Program would be an element of defense of Quanam. Thus, the importance of paying special attention to the documentation of all the actions implemented, for the purpose of verifying its effectiveness. It is also important that everyone in the company knows the rules on this matter, as those specified in the relevant **National Addendum**.

Finally, the punishments and requirements established in the Anti-Corruption Laws, undeniably, placed important reflections on the role of companies in the fight against corruption. In Quanam we believe that, rather than trying to avoid possible penalties, companies must perceive that **investing in Integrity is good for the business itself**, regardless of any type of responsibility.

The market is increasingly valuing companies like Quanam **committed to Integrity**, which have a **competitive advantage** over their competitors and **differential criteria** in obtaining investments, credits or financing. Thinking about a **complete business environment** makes it possible to evolve into a market in which the **ethical characteristics of companies become a differential** in the corporate world.

Our **Integrity Program** must be understood as an **organic structure**, which will only work if there is **harmony and connection between its pillars**. **Continuous monitoring**, for example, may indicate the need to review some rules and documents. The same happens in the case of changes in **the risk scenarios** of the company. The commitment of the Directorate and the **autonomy of the Compliance and Integrity Committee**, responsible for the Program, are key factors for the implementation of the rules and documents established, especially those related to the **enforcement of penalties and the remediation of irregularities**.