

ANTI-CORRUPTION POLICY

QGMI Compliance Policy N° 01 (PC-QGMI-01)	
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1. Objective

1.1. In order to reaffirm the values and principles that base QGMI activities and to adjust to the risk-control system and new regulatory frameworks, QGMI's Anti-Corruption Policy aims at ensuring that all Employees and Third Parties comply with the requirements of Anticorruption, reflected in this Policy, as well as in the guidelines of QGMI's Code of Ethics, in order to ensure that its businesses are conducted in accordance with the law and based on the highest standards of integrity and transparency.

1.2. QGMI will not tolerate any form of bribery or corruption in its business relations and, therefore, is willing to fight and prevent situations of conflict and violation to the legislation and to the conduct guidelines established in its Code of Ethics.

1.3. It is the responsibility of everyone who acts in behalf of QGMI to be aware of its Code of Ethics and its Compliance Policies, and the Compliance Area must be contacted in case of doubt regarding the applicability of those guidelines.

1.4. **No Employee or anyone who acts in behalf of QGMI shall be punished due to delays or losses of business that may result from the compliance with the guidelines of this Policy.**

2. Applicability

2.1. This policy covers all QGMI Employees, as well as Third Parties, who act in behalf and/or represent QGMI in its activities developed abroad.

3. Definitions

Public Official: Any individual, servant or otherwise, even if temporarily or without pay, who acts officially or holds public office, employment or service in or for a Government Authority; any individual who works for a service provider Company contracted or associated for the conduction of typical activity of the Public Administration; or any leader of political party, their Employees or other people who act for or in behalf of a political party or candidate to a public office.

Governmental Authority: Every agency, department or entity of the direct, indirect or foundations-related administration of any of the Branches of Federal Power, of the States, the Federal District, the Municipalities, of Territory, legal entity incorporated to the public property or entity for whose creation or costing the public treasury has contributed or contributes with more than fifty percent of the property or annual revenue; of all bodies, state entities or diplomatic representations of foreign country, as well as legal entities, directly or

indirectly controlled by the public authority of foreign country or public international organizations, including sovereign wealth funds or an entity whose property is a sovereign wealth fund.

Giveaways: Items of non-commercial value or of market value inferior to 30,00€ EUR (or equivalent in the respective country), given as hospitality, publicity or usual advertising and that must show the logo of QGMI or the legal entity that provided the giveaway to the QGMI Employee, such as organizers, calendars, key chains, pen drives, pens, among others.

Chief Compliance Officer (CCO): is the Employee responsible for deploying, managing and supervising the Compliance Area, working as an independent and objective body that analyzes and assesses the compliance issues within the Company.

Employee(s): interns, staff of all operational and managerial levels, stockholders, advisors, directors and officers of QGMI, of all its national and international units. The expression also covers, for the purposes of this policy, the staff of outsourced companies.

Ethics Committee: is the non-statutory permanent body aiming at advising the CEO of QGMI in the performance of their duties regarding the promotion of the organizational culture based on ethics and the transparency of their business relations, in the rendering of accounts of their acts, as well as in the equal treatment given to all stakeholders, promoting, for this purpose, the dissemination of and the compliance with the Code of Ethics and the adoption and improvement of non-compliance risks management mechanisms.

Compliance: is the systematic and continuous process that aims at: i) ensuring the compliance with current legislation, policies and guidelines established for the business, aiming at preventing, detecting and addressing any misconduct identified, and promoting an organizational culture based on ethics and transparency; and ii) facilitating the elaboration and development of businesses and the search for creative and innovative solutions for regulatory issues and internal discussions.

Corruption: is the misuse of power or authority with the intention of obtaining improper advantages for themselves or others. The most usual form of corruption is bribery, which means giving or receiving money, gift or any asset in exchange of favorable treatment by the Public Official or Government Authority, in order to: i) influence any act or decision by the Public Official; ii) lead them to practice an act that violates their legal duties; iii) ensure Improper Advantage; and/or iv) lead them to use their influence on a Government Authority to help them obtain, keep or refer businesses.

Entertainment: Activities or events whose main goal is to provide leisure to their participants, such as parties, concerts or sports events.

Intermediary: Every individual or legal entity that is not the final recipient of a given Facilitation Payment or Improper Advantage or that acts in order to conceal its final destiny.

Local Compliance Officer (LCO): is the QGMI Employee who shall perform the Compliance duties in the operation place of a specific international unit of QGMI, reporting to the CCO.

Facilitation Payment: Undue or illegal payments to an individual, Public Official or otherwise, even if through an Intermediary, for them to expedite or ensure the execution of an act under their responsibility, which QGMI is legally entitled to. This does not include payments made by official means and permitted by Law, as long as they do not conflict with the provisions of the applicable Anti-Corruption Laws.

Politically Exposed Person¹: Public Official who holds or individual who have held, in the past five years, in any country, territory and foreign premises, relevant offices, employments or public services, as well as their representatives, relatives and close associates.

Gifts: Items of commercial value that do not fall into the definition of Giveaways.

Third Parties: service providers, suppliers, business partners, companies in consortium, representatives, temporary advisors or any other person or company that act in behalf of QGMI, directly or indirectly.

Improper Advantage: Any tangible or intangible asset, including money and valuables, offered, promised or delivered with the goal of improperly influencing or compensating any act, decision or omission of a person, Public Official or otherwise. In this concept, gifts, entertainment, airline tickets, accommodation, donations, sponsorships or any other asset used for such purposes, which are, improperly influencing or compensating any act or decision.

¹ Such as people who hold political offices, state ministers, presidents, vice-presidents, or directors of agencies, state-run companies or joint-stock companies, governors, mayors, members of audit courts, among others.

4. Anti-Corruption Laws and Penalties

4.1. The international operations of QGMI requires the Company to strictly observe and comply with the Anti-Corruption Laws from other countries where it operates, as well as from their partners 'and suppliers' countries of origin, such as: Foreign Corrupt Practices Act (North-American Anti-Corruption Law) and UK Bribery Act (British Anti-Corruption Law).

4.2. Violations to Anti-Corruption Laws may result in administrative, civil and criminal penalties against the Company, including fines and prohibition of public procurement, in addition to civil and criminal penalties against the Employees, including arrest and civil fines.

4.3. QGMI shall cooperate fully with the authorities in the event of investigations and criminal actions suffered by its Employees due to violation of Anti-Corruption Laws. In addition to the possible criminal and civil penalties, the Employee shall also be subject to the sanctions set forth in this Policy.

5. Identifying an Illicit Conduct

5.1. Some situations should serve as a warning to the Employees of QGMI and Third Parties, such as those described below. In these cases, and whenever situations that lead to any suspicion regarding the integrity of the procedure being adopted arise, the CCO shall be contacted. For example:

- Payments to Public Official, their relatives, legal entities of which they are shareholders or to an individual or legal entity appointed by the Public Official;
- Requests for payments to be made in the bank account of a third person or in a bank account in another country not related to the contract;
- Requests for payments to be made in cash;
- Requests for commissions or "contingency fees" that stick out from customary market practices or are incompatible with the nature of the services provided;
- Requests for advanced payments or uncommon pressure for the processing of payments, that stick out from customary practices;
- Receipt or offer of extravagant and excessive gifts, potentially in violation to the Compliance Policies of QGMI;
- Individual who insist on interacting personally with a specific supplier or client;
- Decisions making for the approval of projects or contracts in unusual or detrimental conditions to the interests of QGMI;
- Preference or orientation for contracting a specific Third Party with no reasonable justification,

particularly of technical or financial nature;

- Attempt to avoid or prevent diligence processes required for the execution of the contract or its maintenance;
- The failure to comply with customary procedures for contracting Third Parties;
- Request or approval of payments of invoices that exceed the amount adjusted in the contract;
- Refusal to include Compliance and Anti-Corruption Clauses in the contract;
- Request of employment for relative of Public Official.

5.2. In addition to these signs involving Third Parties, the existence of the following internal practices must be observed: constant outflows in cash or check payable to bearer, repeated interactions involving specific Public Officials, contracting of Third Parties unrelated to the business, service fees, commissions or advances of high amounts, expenses without supporting documentation, donation or receipt of Gifts of high value, signs of irregular enrichment of Employees, etc.

5.3. The signs above do not make a full list. The indications of potential practices of Corruption may vary according to the nature of the operation or procedures inherent to each country. It is important that the Employees constantly assess and report the existence of other signs that may entail risk to QGMI.

5.4. Upon noticing any warning sign, the Employee must report their concern directly to the CCO, LCO or QGMI Hotline Reporting, so the due investigation may be conducted, confidentially, and, if proved, remedial actions are readily implemented. No Employee who, anonymously or otherwise, takes their concern to the competent authorities of QGMI shall suffer any sanction or retaliation, even if the suspicions are not confirmed.

6. General Considerations

6.1. Most Anti-Corruption Laws require, for the purposes of constituting a Corruption act, that a Public Official is the recipient of an Improper Advantage promised/offered/delivered by another individual who is interested in an action or omission by said Public Official. However, all forms of Corruption – even those that do not involve Public Officials – are improper and inconsistent with the values of QGMI, and therefore are completely forbidden.

Thus:

- The Improper Advantage must always be assessed under the perspective of those who shall potentially receive it. An item cannot have any value for those who offer it. However, it may be extremely valuable for those who receive it, and may influence their capacity to make decisions and act according to their responsibilities.
- It does not matter if the recipient of the Improper Advantage accepted it or not. The mere offer goes

against the values of QGMI, which is the reason why its Employees and Third Parties are not authorized to act in such way. It is worth noting that the mere offer or promise of advantage to a Public Official is considered illegal.

- The prohibitions of promise, offer, delivery, receipt and authorization of Improper Advantage, described in this policy, take into account the final recipient of the advantage. Thus, said prohibition also cover the use of Intermediaries for that purpose.

6.2. Likewise, the Employees of QGMI and Third Parties must strive for ethics and transparency in the conduction of their activities, performing them with professionalism and always concerned with the best interest of QGMI, regardless of any advantage offered by other individuals or even required by them.

6.3. The fair, respectful and professional treatment is a prerogative in all interactions of QGMI. Thus, even if requested by their superior or another Employee, the Employee and/or Third Party must never act against the provisions of this Policy and other internal standards of the Company. The CCO must be immediately informed if an Improper Advantage is requested by or even offered to any Employee of QGMI or Third Party, in the scope of the activities developed to the interest, benefit or representation of QGMI.

7. Rules and Prohibitions

Corruption

7.1. All those who act on behalf of QGMI are forbidden to:

- Offer, promise or give (directly or indirectly) any Improper Advantage to a Public Official or a person related to them;
- Finance, fund, sponsor or in any way subsidize or conceal the practice of Corruption acts; and
- Use Intermediaries (individual or legal entities) to conceal or disguise Corruption acts.

Giveaways, Gifts and Entertainment

7.2. No Giveaway, Gift or Entertainment may be offered in exchange for favorable treatment aiming at any improper business advantage for QGMI.

7.3. PC-QGMI-02 Policy (Gifts, Presents and Entertainment) presents specific guidelines that address value limits and approval required to offer or receive courtesies from Third Parties and Public Officials.

Facilitation Payments

7.4. No Employee of QGMI or Third Party is authorized to make Facilitation Payments. Conversely, we stress

that payments provided for in Law are allowed and do not conflict with the provisions of this policy.

7.5. In case of any request for a Facilitation Payment, the Employee and/or Third Party must refuse to make it, informing the requesting party about the prohibitions provided for by this Policy. Furthermore, the CCO of QGMI must be immediately informed.

Third Party Representatives

7.6. The contracting of Third Parties must be based on the business needs and on the merits of the Company or individual contracted, particularly for their undeniable technical expertise, experience in the field of action and good reputation.

7.7. Under no circumstance does QGMI authorize Third Parties contracted to act on its behalf, to exert improper influence over Public Officials, for the achievement of the services contracted.

7.8. QGMI adopts as policy doing business only with Third Parties that ensure the legality and credibility of their activities. For this purpose, it has specific procedures to conduct audits prior to the contracting of Third Parties, in order to assess potential Corruption risks, complying, for this purpose, with the guidelines of this Policy.

7.9. In the event that the audit prior to the contracting shows questionable results, QGMI may use the services of external advisors to research further or conduct another audit. Until we have the conclusion of the inspections to be performed, the execution of any activity with the Third Party shall be temporarily suspended.

7.10. Each and every contract signed with Third Parties shall contain specific clauses to ensure the compliance with the Anti-Corruption Laws and other correlated laws, as the case may be, thus aiming at mitigating risks of illicit conducts and ensuring the legal safety of the Company.

7.11. Regarding the compensation of Third Parties contracted, the following premises must be observed:

- Payments made to Third Parties must be compatible with the complexity of the services contracted;
- The services provided must be licit, and their object, value and conditions must be duly described in the corresponding contract, whose payments shall be attested by means of valid document; and
- Third Parties shall be paid according to Local Laws. Payments made abroad shall only be authorized if there is a commercial, just and legitimate reason that justifies them and provided that they have been previously approved by a person with local competence to do so. The exemption from taxes shall not be considered a just and legitimate reason.

7.12. Consortiums, joint-ventures or any other types of partnerships in which QGMI participates must adopt and implement Anti-Corruption Policies.

7.13. PC-QGMI-03 (Know your Supplier) and PC-QGMI-04 (Conflict of Interests) Policies must be observed as a complement to the provisions herein.

Employees

7.14. QGMI bases the contracting of Employees on the following principles and guidelines:

- Only Employees of established reputation and integrity shall be contracted for strategic offices, defined according to internal and exclusive criteria of QGMI; and
- Special attention shall be given to Employees who act in sensitive areas, defines according to internal and exclusive criteria of QGMI, such as, without limitation, purchases, contracting of services, bids, in countries where they might be more exposed to pressures of Corruption practices.

7.15. PC-QGMI-07 Policy (Know your Employee) must be observed as a complement to the provisions herein.

Donations and Sponsorships

7.16. No form of contribution shall be authorized, even if such contribution is intended for a legally organized charitable institution, as a way of enabling a business on behalf of QGMI before the Government Authorities, particularly if the Public Official involved, or any member of their family, has any kind of participation or involvement with the charitable institution.

7.17. Contributions to charitable causes shall be motivated by philanthropic, humanitarian, social, cultural, educational interests or others, at the sole discretion of QGMI.

7.18. All sponsorships must be based on contracts duly formalized and in accordance with the Policy and specific internal approval procedures of QGMI's international units.

7.19. The donations to political parties shall always be official and documented, addressed to the candidate or political party, observing the current legislation, as well as the policy established by QGMI, and the offer or provision of any service, granting of loan or even the assignment of assets, personnel or favor that may characterize electoral contribution not authorized by Law, in contradiction to the electoral regulations or the

policy established by QGMI, are strictly prohibited.

7.20. Contributions or donations to political parties, political campaigns, politicians and/or candidates to public offices may only be made if previously approved by the Ethics Committee.

7.21. It is strictly forbidden to any Employee or Third Parties the use of private funds to make donations to political parties, political campaigns or candidates to public offices on behalf of QGMI.

7.22. PC-QGMI-10 Policy (Donations and Sponsorships) addresses the matter specifically and must be used as complement to the provisions herein.

Purchases and Bids

7.23. The procedures of purchases, contracting of services and participation in bids shall strictly comply with the local Laws and regulations, as well as with the guidelines of this Policy and of the Code of Ethics of QGMI, in order to ensure that:

- The choosing of suppliers is based on quality and price, and never due to the influence they may exert before Public Officials and Government Authorities;
- No inside information regarding the bidding procedure is sought or used;
- There are no kind of relationship with Public Official involved with the bidding procedure; and Gifts and Giveaways are strictly forbidden in these situations.

7.24. QGMI prohibits any conduct that may, directly or indirectly, thwart or defraud bidding procedures.

7.25. The public bidding procedure has a competitive character by nature. The public interest is best met when several competitors compete fairly for the contract, for thus the best offer has a greater chance of being chosen. Thus, in order to ensure fair competition, QGMI, its Employees and Third Parties must not keep contact with tenders with the intention of defrauding, thwarting or preventing the competition of any bidding process.

Interactions with Government Authorities

7.26. QGMI requires its Employees and Third Parties to adopt certain conducts to avoid that undesirable acts are performed in the context of the relationship with Government Authorities or Public Officials, such as:

- Interacting on behalf, interest or benefit of QGMI with Public Officials or Politically Exposed People, who

may influence a decision-making process, strictly when necessary for the development of their professional activities;

- Avoid interactions with Public Official or Politically Exposed People who may influence a decision-making process without the presence of another Employee and/or Third Party;
- The making of any agreement or understanding with private officials or Public Officials to remove any bidder, defraud or thwart any act of a public bidding or contract arising from it, is forbidden;
- Influencing Public Official for the obtainment of Improper Advantage, including regarding the amendment or extension of public contract, is forbidden;
- The adulteration or fraud of any record or minutes of meetings referring to contracts made between Employees, Third Parties and Public Officials, is forbidden;
- The interactions with Public Official during bidding procedures shall observe the forms laid down in the bid books;
- Manipulating or defrauding the economic and financial balance of public contracts is forbidden;
- The obtainment of improper benefits, whether economic, commercial or personal, including by means of amendments or other contractual negotiations/modifications, is forbidden; and
- The maintenance of accounting record of any payments made by the Company is mandatory.

Mergers and Acquisitions

7.27. In the case of merger or acquisition of companies, QGMI shall proceed with the detailed prior audit (due diligence) of the target company, especially regarding the history of legal and regulatory non-compliance, and potential risks of illicit conducts inherent to the business in question.

7.28. In case of identification of liability due to non-compliance with the Anti-Corruption Laws that may mean considerable economic and reputation-related contingencies for the Company, said fact may constitute a deal breaker.

Accounting records and books

7.29. All QGMI international units must keep accounting records that reflect all their transactions in a precise and correct manner. They must also guarantee the accuracy of the records of expenses and payments to Third Parties, which must be accompanied by the corresponding receipts, invoices or bills of sale.

7.30. The making of inadequate, ambiguous or fraudulent accounting entries, and any other accounting procedure, technique or artifice that may conceal or in any other way cover up illegal payments, shall not be allowed.

7.31. The authorities of each Employee shall be respected and the transactions must only be made with the proper approvals.

Investigations and Inspections

7.32. The Employees of QGMI and Third Parties must not act in order to hamper or intervene in inspections and investigations conducted by Public Officials or private officials acting on behalf, interest or benefit of Government Authorities. Examples of authorities that may perform said activities are: Federal Revenue, IBAMA, Ministry of Labor and Employment, City Councils, among others.

7.33. The contacts with said officials in inspection situations must, whenever possible, be accompanied by at least two Employees or one Employee together with a Third Party.

7.34. The requests made by said officials and the documents presented by the Employees or Third Parties must be duly controlled and registered for QGMI to protect its interests in these situations.

7.35. QGMI Employees and Third Parties must provide access to the documents and information for the conduction of the investigations by the inspecting agents.

7.36. It is forbidden to perform acts to hamper or defraud investigation or inspection activities of Public Officials, agencies or entities, including, without limitation, the Corruption of controllers, managers or auditors for the performance of fraudulent measurements or for the acknowledgement of services poorly delivered or not delivered.

8. Communication

8.1. In the event that an Employee of QGMI is not sure about which is the correct conduct to take in a specific situation, they must consult the CCO or the Ethics Committee of QGMI.

8.2. In addition, if any Employee detects or suspects, in good faith, that there may be violation to the Compliance Program, especially the Code the Ethics or the Compliance Policies of QGMI, they must report the fact to the communication channel available for that purpose.

9. Supervision

9.1. Every Employee of QGMI must be familiar with the principles and rules present in the Code of Ethics, as well as in the Compliance Policies, observing them anywhere in the world.

9.2. The managers are required to ensure that their team observes said rules and principles, this ensuring

that, in the scope of their area of responsibility, there are no misconducts that could have been avoided with due supervision.

10. Sanctions

10.1. The Employee or Third Party who does not obey any of the determinations applicable to them provided for in the Code of Ethics or in the Compliance Policies, as the case may be, shall be subject to sanctions laid down in PC-QGMI-09 Policy (Ethical Channel and Disciplinary Measures), such as disciplinary measures, including contract termination.

10.2. The Employees and Third Parties must be aware that violation to the determinations of this Policy may constitute liability in the criminal, civil and administrative spheres.

11. Exceptions

11.1. Except if otherwise expressly provided for in this document, only the Ethics Committee, in the performance of its activities, may, in the face of an analysis of a concrete case and observing the specific procedure, authorize any exceptions to the provisions of any Compliance Policies.

12. Documents related to this Policy

- Code of Ethics
- FCPA - Foreign Corrupt Practices Act/1977
- UK Bribery Act/2010
- QGMI Compliance Policies