



# **POLICY ON COMBATTING FRAUDULENT CORPORATE PRACTICES**



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APPROVED BY THE GENERAL MEETING OF SHAREHOLDERS OF REAM PARTICIPAÇÕES S.A. ON  
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Team responsible for the project:

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Legal Department  
human resources department  
Communication Department  
Integrated Management System Department



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## **1. INTRODUCTORY PROVISIONS**

### **1.1. INTRODUCTION**

The Company's Policy on Combatting Fraudulent Corporate Practices ("Policy") is an Internal Normative Document that determines basic requirements for combatting fraud. This Policy aims to provide Employees with guidelines for fighting fraud, where each Employee plays a leading role, is responsible for undertaking anti-fraud practices, and reports non-compliance practices that may harm the Company. The Company is responsible for providing a safe environment for fraudulent practices to be properly identified and reported.

It is the duty of all Employees to pay attention to the Internal Normative Documents, their rules, procedures, guidelines and work instructions - observing the best corporate governance practices and meeting the goal of creating value for the Company and its shareholders based on an adequate level of transparency and communication with stakeholders.

### **1.2. OBJECTIVES**

This Policy was developed to:

- Establish uniform rules and requirements to foster – among Employees of the Company and its controlled companies, stakeholders, investors, and other interested persons – the understanding of the inadmissibility of Fraudulent Corporate Practices, in any form, at all levels of corporate governance;
- Protect our assets and maintain the Company's good reputation;
- Formulate and describe goals, tasks and ways to minimize the risk of corporate fraud.

### **1.3. APPLICATION**

This Policy is mandatory for the following:

- All Employees, including employees, officers, managers, interns, apprentices, outsourced workers and service providers, who work in the interest or benefit of the Company or its subsidiaries, regardless of hierarchical level.
- All internal and corporate documents must comply with the guidelines set out in this Policy.
- All Employees, regardless of their rank, are responsible for complying with the principles and requirements of this Policy and for actions (or omissions) of their subordinates in violation of the aforementioned principles and requirements.
- Any violations of this Policy will be subject to the applicable disciplinary measures and sanctions, in accordance with applicable disciplinary, administrative, civil or criminal rules, at the discretion of the Company.

### **1.4. EFFECTIVE TERM AND AMENDMENTS**

This Policy is a permanent Internal Normative Document and must be approved or edited by the Company upon approval by the General Shareholders' Meeting.



## 2. TERMS AND DEFINITIONS

**CONTROL ENVIRONMENT** – all procedures are connected with the functioning of internal control and the risk management system. The Control Environment comprises impacts components of internal control and the risk management system and constitutes the basis for their formation.

**COMPANY AREA(S)** – an organizational area or structural subdivision of the Company or a company of its economic group – with independent functions, tasks and responsibilities within the framework of its competencies.

**EMPLOYEE** – every Employee – including hired employees, officers, managers, interns, apprentices, outsourced workers and service providers, who work in the interest or benefit of the Company or its subsidiaries, regardless of hierarchical level or rank.

**COMBATTING FRAUDULENT CORPORATE PRACTICES** – a set of actions aimed at revealing, preventing, investigating, remediating and sanctioning Fraudulent Corporate Practices and eliminating the reasons that cause them.

**COMPANY** – REAM Participações S.A. (but it covers the group of legal entities of different legal natures in which REAM Participações S.A. acts as the controller).

**CONFLICT OF INTEREST** – any situations or circumstances in which the Private Interests of the Employee or those close to him may be inconsistent with the interests of the Company and, thus, may affect the proper development of his professional duties and attributions – including the making of decisions that may result in harm to the Company and/or to the companies that make up its economic group (including, but not limited to, possible damage to its legitimate rights and interests, its property and your business reputation).

**DUE DILIGENCE** – principle – based on the notion of reasonableness and good faith, according to the legislation in force - for which the Company and its Employees are responsible when carrying out commercial operations or making managerial decisions, specifically to obtain, before the establishment of any relationship, contractual, sufficient information to develop an adequate opinion as to whether there are indications of the unsuitability of a contractor or job applicant.

**INTERNAL NORMATIVE DOCUMENT** – an official internal document issued as a set of objective rules and continuous actions that regulate certain aspects of the Company's business, mandatory for the Employees covered by it.

**EMPLOYEE'S PARTICULAR INTERESTS** – any private, personal, social, proprietary, financial, political, and other interests of an Employee or their Related Persons.

**APPLICABLE LAWS** – all laws and regulations of the legal system in force in the Federative Republic of Brazil, in particular, Law No. 12.846/2013 ("Anti-Corruption Law"), Decree No. 11.129/2022 ("Regulatory Decree"), Law No. 8.429 /1992, as amended by Law No. 14.230/2021 ("Administrative Misconduct Law"), Law No. 9.613/1998 ("Money Laundering Law"), Law No. 12.529/2011 ("Competition Law" ), Law No. 8.666/1993 ("Bidding Law"), Law No. 14.133/2021 ("New Bidding Law"), the Brazilian Penal Code, in addition to other similar laws.

**RELATED PERSONS** – spouses, brothers and sisters (including half-siblings), children and parents (including adoptive).

**FRAUDULENT CORPORATE PRACTICES** – actions or omissions, by individuals and/or legal entities, to obtain benefits contrary to the interests of the Company and/or to cause any tangible and/or intangible damages to the Company – using deceptive practices, abuse of trust, false statements, or any other form of deceiving, harming or misleading third parties.

Fraudulent Corporate Practices can manifest themselves through misstatements of financial statements, misappropriation of assets and other abuses, including any deliberate damage caused to the Company's assets. Illustrative examples of Fraudulent Corporate Practices are available in Annex 1 to this Policy.

**CORPORATE COMPLIANCE SYSTEM** – set of actions aimed at avoiding any violation of the Laws, regulations and rules applicable to the Company, to comply with high professional and ethical standards,



minimize the risks of non-compliance with Applicable Laws and avoid significant financial loss or damage to the Company's reputation.

### **3. FUNDAMENTAL PRINCIPLES IN COMBATTING FRAUDULENT CORPORATE PRACTICES**

#### **3.1. INADMISSIBILITY OF FRAUDULENT CORPORATE PRACTICES**

The Company considers any Fraudulent Corporate Practices inadmissible, regardless of the amount or extent of damage caused, and will take active measures to fight any Fraudulent Corporate Practices in its activities.

#### **3.2. NECESSARY SANCTION**

The Company and its Employees adopt a zero-tolerance attitude towards any Fraudulent Corporate Practices at all levels of corporate governance.

Any violation of this Policy is subject to disciplinary action – including warning (oral or written), suspension and/or final termination of the relevant contract or agreement –without prejudice to the application of other applicable legal measures, pursuant to the terms of our Human Resources Policy. Investigations of suspected violations, as well as decisions on the application of sanctions, are the responsibility of the Company's Ethics Committee, as provided in the Code of Conduct and Corporate Ethics

The Company's Ethics Committee will promptly review all hypotheses or reports of potential Fraudulent Corporate Practices and hold all Employees who have been involved in Fraudulent Corporate Practices accountable – regardless of their positions, rank, tenure at the Company and other circumstances.

The Company will use its best efforts to ensure, as quickly as possible, the necessary and exemplary remediation and sanction of violations, as provided in the applicable legislation and the Internal Normative Documents.

#### **3.3. BEST INTEREST OF THE COMPANY**

In carrying out their duties, each Employee must place the Company's interests above their personal interests and not allow any situation that could be considered a Conflict of Interest to occur.

Every Employee must notify his/her direct superior and the Company's Compliance Department in writing regarding all identified Conflicts of Interest, potential or current, or send the respective communication to the following electronic address: <https://www.canaldeintegridade.com.br/atem/>.

The Company will consider failure to promptly notify any potential or current Conflict of Interest (in view of the possibility of affecting an important professional decision) as a Fraudulent Corporate Practice, subject to the application of disciplinary and legal measures.

#### **3.4. DUE DILIGENCE**

The Company's Compliance Department must conduct Due Diligence procedures before the beginning or continuation of any contractual relationship by the Company, verifying the profile and reputational history, in good faith, integrity, ethics, good repute, intolerance of corruption and Conflict of Interest, as necessary, from any potential counterparty and potential Employees.

Due Diligence must be carried out before any decision to initiate or continue a contractual relationship or business partnership, including the hiring of potential Employees, and the terms of the Company's Third Party Due Diligence Policy must be complied with.



The Company does not interact with service or product providers with a dubious reputation, at the discretion of the Ethics Committee, or that are not committed to fighting Fraudulent Corporate Practices and complying with Applicable Laws.

### **3.5. LEGALITY**

The Company strictly complies with Applicable Laws. Any action or omission by the Company and its Employees must be consistent with the provisions of Applicable Laws and current regulations..

### **3.6. PROACTIVITY AND CELERITY**

The Company aims to undertake preventive actions to prevent Fraudulent Corporate Practices, as well as to early detect any threats to the Company's security – including any evidence of potentially committed fraud – and respond, as quickly as possible, to any irregularities.

### **3.7. COMMUNICATIONS, SUGGESTIONS, REPORTS AND COMPLAINTS**

All Employees have to monitor and inspect compliance with this Policy in their daily lives.

Thus, the Company encourages all its Employees (as well as any interested third parties) to report, as soon as possible, suspected potential violations or violations of any provisions found in this Policy, in other Internal Regulation Documents of the Company or in the Applicable Laws.

- Such communications may be sent through the following means:
- to the Whistleblower Channel through the address: <https://www.canaldeintegridade.com.br/atem/>.
- to the Company's Compliance Department;
- direct superior or next superior supervisor.

Employee's must refuse and immediately report through the means above, within the shortest possible time, any request coming from any person trying to induce them to commit Fraudulent Corporate Practices.

The Company guarantees confidentiality and the possibility of anonymity to anyone who reports, in good faith, any concerns about potential violations.

The Company's Compliance Department is the body responsible for managing the Whistleblower Channel, receiving reports and submitting them for investigation and deliberation by the Company's Ethics Committee. The Ethics Committee, in turn, is responsible for investigating and judging the reports and complaints received – even deliberating on any applicable remedial and disciplinary measures. The process of receiving and verifying reports will be carried out as described in the Code of Ethics and Corporate Conduct.

The Compliance Department and the General Shareholders' Meeting must access information on violations reported through the whistleblowing channels or other means, as provided for in the Company's Internal Normative Documents.

#### **3.7.1. NO RETALIATION TO THE GOOD FAITH WHISTLEBLOWER**

Retaliation or reprisals are prohibited against Company's Employees who:

- refuse to participate in Fraudulent Corporate Practices – even if, as a result of such refusal, the Company incurs apparent losses or fails to obtain any advantage, or
- communicate, in good faith, concerns about potentially illegal or unethical practices or the possible ineffectiveness of existing procedures.

No sanctions will be applied - including termination of employment or refusal of promotion - to the Company's Employee due to a communication, in good faith, of suspicion of Fraudulent Corporate Practices or of a potential violation of control procedures or Internal Normative Documents of the Company.



If a Company's Employee or any other person provides information or a report that is known to be false, submitting a communication in bad faith or motivated by a private interest contrary to the Company's interests, their action will be subject to the application of disciplinary and legal measures according to the process described in Code of Ethics and Corporate Conduct.

## **4. FUNDAMENTAL RULES IN COMBATTING FRAUDULENT CORPORATE PRACTICES**

### **4.1. CONTINUOUS MONITORING AND IMPROVEMENT**

The Company shall carry out internal and external assessments and audits on a regular and periodic basis. Specifically, it shall ensure the audit of accounting and financial controls under the requirements of Applicable Laws and the Company's Internal Normative Documents.

The Company will use its best efforts to improve its practices in accordance with Applicable Laws and the Company's Internal Normative Documents – specifically, to:

- nurture a culture of zero tolerance for any form of Fraudulent Corporate Practice, through awareness of the principles and rules applicable to the Company, including the provisions of the Corporate Code of Conduct and Ethics;
- maintain a reporting and denouncement channel system, ensuring the possibility of anonymous communication of any violations in the Company and the confidentiality of the communications with individuals who share information about violations;
- ensure the practical implementation of the fundamental principles in Combatting Fraudulent Corporate Practices, including Due Diligence during the selection of potential business partners and Employees and the non-cumulation of incompatible attributions;
- implement measures to ensure prompt communication of possible Conflicts of Interest and to avoid any Conflicts of Interest;
- improve the system to train Employees in the field of Combatting Fraudulent Corporate Practices;
- carry out periodic verifications of the effectiveness and adequacy of the Control Environment.

### **4.2. REPORTING POTENTIAL CORPORATE FRAUD**

The Employee who has knowledge of suspected Fraudulent Corporate Practices or other violations must send a report to the Company's Compliance Department or a communication to the Whistleblower Channel, providing, whenever possible:

- a description of the possible Fraudulent Corporate Practice or other violation;
- information on the period during which Fraudulent Corporate Practices or other violations may have occurred, if known;
- the method by which the Fraudulent Corporate Practices or other violations took place;
- information on persons who may be responsible for corporate fraud or other violations;
- information on the existence of possible collusion with other people;
- information on the scale of damage and loss caused, if determinable;

Among much other available evidence, the following may be attached to the report:

- reports and accounts of witnesses and persons related to the violation;
- materials of inspections or audits carried out;
- any other information and documents that may corroborate the facts being reported.

The Whistleblower Channel is available to anyone who wants to report suspected actions, omissions, non-compliances or any situations that may violate Applicable Laws and current regulations, as well as rules and conduct described in the Company's Internal Normative Documents. In case it is desired, the Company





guarantees the confidentiality of the identity of any person who uses the Whistleblower Channel to make a report in good faith.

#### **4.3. REPORTS PRELIMINARY VERIFICATION BY THE COMPLIANCE DEPARTMENT**

Preliminary verification of reports of potential Fraudulent Corporate Practices or other violations of control procedures should be performed to gather the information necessary to determine the need for an internal investigation. In the course of the preliminary verification, the basic circumstances of the potential violation will be identified.

The reason for organizing and carrying out preliminary verifications is to gather initial information about potential irregularities, damages to, or diversion of assets, leakage of confidential or relevant information, informational inconsistencies and other possible events of violation of control procedures, which may be identified in:

- court documents and extrajudicial claims;
- requests, reports and communications from Employees or any person sent to the Company;
- reports from government bodies and the Company's management;
- news published in the press and media;
- notifications made to the Whistleblower Channel, including communications submitted anonymously;
- materials from financial audits, inventories, reviews, etc.;
- monitoring materials from the Compliance Department and the Company's internal audit work;
- other pre-existing materials or documents.

identification or receipt of any communication of a possible Fraudulent Corporate Practice, or other violation of the Corporate Compliance System, the preliminary verification must be promptly carried out by the Company's Compliance Department – which will then prepare a descriptive report of the basic information collected on the case.

The Compliance Department will send the respective report to the Company's Ethics Committee. Based on the information received, the Ethics Committee will decide to initiate an internal investigation into the potential violation in question.

#### **4.4. INTERNAL INVESTIGATION BY THE ETHICS COMMISSION**

Once an internal investigation is initiated, the Ethics Committee will carry out all the procedures necessary to investigate potentially illegal or unethical conduct reported to the Company, as provided in the Code of Conduct and Corporate Ethics.

The objectives of the internal investigation based on the communications of potential Fraudulent Corporate Practices are as follows:

- determining or refuting the occurrence of corporate fraud;
- identifying the persons responsible for and involved in corporate fraud;
- determining the extent of damages caused to the Company, if any;
- determining whether it is possible and convenient to seek compensation for damages incurred or not;
- analyzing the reasons and conditions of corporate fraud;
- taking appropriate measures to prevent similar cases in the future.

#### **4.5. INDEMNITY FOR DAMAGES AND LIABILITY**

Compensation for any material damage caused may be one of the objectives of the internal investigation into a possible Fraudulent Corporate Practice.

The Company may seek compensation for damages if the person responsible for illegal or unethical conduct is identified. If the perpetrator voluntarily refuses to indemnify the damages caused to the Company, compensation for the damages may be sought in court.



#### **4.6. DEVELOPMENT OF RECOMMENDATIONS TO PREVENT FRAUDULENT CORPORATE PRACTICES**

As a rule, after the conclusion of the internal investigation, the Ethics Committee will prepare a summary containing the results of the investigation, defining the remedial measures to be taken and proposing recommendations on how to improve the Corporate Compliance System to eliminate any conditions that allow for any Fraudulent Corporate Practice or other violation of control procedures to take place.

### **5. RESPONSIBILITIES FOR THE IMPLEMENTATION OF MEASURES TO COMBAT FRAUDULENT CORPORATE PRACTICES**

#### **5.1. MANAGEMENT RESPONSIBILITIES**

The Company's Officers shall support and guarantee assistance to actions aimed at fighting Fraudulent Corporate Practices, including:

- Effectively executing required measures (including making necessary resources available) related to the enhancement of the Corporate Compliance System and Control Environment;
- Carrying out the necessary and immediate investigation in case of corporate fraud reports; and
- Assisting in executing any measures required to hold those involved in Fraudulent Corporate Practices accountable.

O Departamento de *Compliance* da Companhia deverá, regularmente, realizar uma avaliação da The Company's Compliance Department shall regularly assess the condition of the Corporate Compliance System aimed at fighting Fraudulent Corporate Practices, as well as the Company's compliance with the requirements of Applicable Laws and this Policy. The evaluation results must be submitted for consideration by the General Shareholders' Meeting.

The General Shareholders' Meeting may decide on the advisability of making public the results of any discussions, investigation and/or persons responsible for and/or related to the Fraudulent Corporate Practice under the conditions set out in the legislation in force.

#### **5.2. RESPONSIBILITIES OF AREA MANAGERS AND LEADERS**

All managers and leaders of the Company's Areas must ensure the application and disclosure of this Policy and the system for Combatting Fraudulent Corporate Practices within the framework of their responsibility and competence.

To that end, they shall:

- Maintain, preserve and make use of accounting documents in accordance with the requirements of applicable laws and regulations, and ensure the complete and accurate record of operations;
- Identify, subject to their competence, vulnerable processes from the standpoint of Fraudulent Corporate Practices;
- Comply with the determinations of disciplinary actions defined by the Ethics Committee, together with the Compliance Department and the Company's human and legal resources areas;
- Assist in the preliminary verification or internal investigation of possible irregularities, facilitating access to facilities and documents, as well as providing the necessary Employees for the investigation measures;
- Immediately inform the Compliance Department of any evidence of Fraudulent Corporate Practice within the framework of their responsibility.



### **5.3. RESPONSIBILITIES OF EMPLOYEES IN GENERAL**

Every Employee of the Company shall:

- strictly comply with Applicable Laws, current regulations and the principles of the Company's Corporate Code of Ethics, this Policy and other Internal Normative Documents;
- repudiate any actions/omissions that could objectively be considered Fraudulent Corporate Practices, or a deliberate violation of the Corporate Compliance System;
- as soon as possible, notify their supervisor and the Compliance Department regarding any identified Conflict of Interest (potential or current);
- be aware of the need to inform the Compliance Department or the Whistleblower Channel of any evidence of Fraudulent Corporate Practice, in any form, verbal or written, as soon as possible; and
- assist in carrying out preliminary checks and internal investigations, including providing explanations and submitting required documents and appropriate information.



## **ANNEX 1. ILLUSTRATIVE EXAMPLES OF FRAUDULENT CORPORATE PRACTICES**

### **Purchases:**

- goods or services ordered for personal purposes or from a specific supplier in exchange for some personal gain;
- goods or services requested from a provider belonging to a Related Person, without following the proper purchase procedure;
- goods or services ordered at prices significantly above market prices;
- paying a higher amount for a smaller quantity of goods less than that specified on the invoice;
- creation of false invoices, whose orders were not carried out;
- work/service requests not formalized in contracts;
- mock "consulting services" contracts, including general and very vague descriptions of services;
- third-party work in a field of activity different from what was provided for in the contract;
- contracting with a third-party company that is a front company, incorporated in an offshore jurisdiction, etc.;

### **Requesting payment:**

- for services that were not provided;
- for a greater scope of services than those actually provided;
- repeated acquisition from third parties or services that have already been paid for or provided;
- unjustifiable discounts for outsourced contractors;
- to bank accounts in a jurisdiction other than the one in which the service was provided.

### **Inventories and assets:**

- inappropriate use, theft, diversion or fraud with inventories, goods and assets of the Company or its business partners; or
- use of Company assets for purposes beyond the Company's interests.

### **Office cashier and cash receipt:**

- accepting payments without preparing the appropriate documents; or
- tampering with documents to cover the misappropriation of funds.

### **Salary:**

- receipt of funds by fictitious persons on the payroll;
- excessive or unjustified declaration of hours worked;



- receipt of fees from another organization for hours paid or contracted by the Company.

**Business Travel Expense Reports:**

- request for reimbursement of expenses related to work trips that the Employee did not incur; or
- compensation for travel expenses not incurred in the professional assignments of the work trip.

**Other Expense Reports:**

- fictitious or excessive request for reimbursement of expenses;
- request for reimbursement of expenses already paid by third parties;
- economically unjustified reimbursement or in breach of the Company's Internal Normative Documents.

**Conflict of Interests:**

- working for a competitor or a Company service provider without communication of such a situation and express authorization by the Company's Compliance Department;
- direct or indirect ownership (including through an intermediary) of shares, contributions, equity interest or specific proportion of share capital, securities and other rights (including share options, assets, rights) in the Company's service provider and/or the Company's competitor's assets;
- covering up information about abuses committed due to business relationships with the Employee who committed the violation;
- hiring by the Company or providing benefits and/or privileges to Related Persons of the Company's Employee who do not have the necessary skills or to the detriment of a more qualified candidate (nepotism).



## DECLARATION OF KNOWLEDGE AND COMMITMENT

I declare herein that I am fully aware of the guidelines set out in this Company's Policy on Combatting Fraudulent Corporate Practices of Ream Participações S.A., and I fully commit to complying with and enforcing all its provisions.

I understand that my conduct must be guided, at all times, by the ethical standards emanating from this Company's Policy on Combatting Fraudulent Corporate Practices. Accordingly, I commit to fully comply with the clauses and conditions outlined in this Company's Policy on Combatting Fraudulent Corporate Practices, and I am aware that non-compliance may lead to the application of disciplinary and legal measures.

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_.  
Place,                      month      day      year

\_\_\_\_\_  
Employee's Signature

