

**ANTICORRUPTION POLICY OF  
BLAU FARMACÊUTICA S.A.  
(Free Translation)**

**Approved at a Meeting of the Company's Board of  
Directors held on October 23, 2017**

## 1. PURPOSE

**11.** This Anticorruption Policy (“Anticorruption Policy”) aims to ensure that collaborators and suppliers of goods or services of **Blau Farmacêutica S.A. (“Blau Pharmaceuticals” or “Company”)**, or any other individual or entity acting on its behalf or benefit, observe the content of Law No. 12.846 of August 1, 2013 (“Brazilian Anticorruption Law”), which provides for the objective administrative and civil liability of legal persons for the practice of acts against the public administration, national or foreign, as well as the guidelines of this Policy, in order to ensure that the highest standards of integrity, legality and transparency are adopted during the conduct of business.

**12.** This Policy aims to inform collaborators and suppliers of goods or services of **Blau Farmacêutica** regarding the Brazilian Anticorruption Law and related legislation - Antitrust Law (Law 12.529/2011), Law on Tenders and Contracts (Law 8.666/1993) and Administrative Misconduct Law (Law 8.249/1992) - especially for everyone to feel involved and committed to the objective of mitigating risk situations for the Company, its directors, managers, officers, and finally those who exercise the (direct or indirect) management of **Blau Farmacêutica**.

**13.** With the implementation of this Policy, all will be able to contribute to the identification of risks covered by said legislation and by the Code of Conduct and Ethics of **Blau Farmacêutica**. Therefore, it is imperative that everyone follow the Company’s guidelines and contribute to the Internal Audit Department and Ombudsman to ensure compliance with this Policy.

**14.** **Blau Farmacêutica** has always conducted its business with honesty and integrity. Compliance with this Policy is essential to maintaining a reputation in their business and activities and for this reason there will be no tolerance for bribery and other acts of corruption.

**15.** In the Code of Conduct and Ethics of **Blau Farmacêutica**, we find as fundamental values, among other things, ethics and transparency in all its operations, including commercial relations, especially with governments, government bodies and companies. In order to clarify our position on these points, we have developed this Anticorruption Policy, which aims to reinforce **Blau Farmacêutica’s** commitment to always act and have its activities guided by ethical values and principles such as:

(i) transparency, fairness, integrity and seriousness in administrative and

- managerial actions, as well as compliance with laws and the best governance principles;
- (ii) encourage the participation and engagement of **Blau Farmacêutica's** collaborators and suppliers of goods and services, including directors and officers or outsourcers who may act on behalf of the Company, in mitigating potential situations of violation of these anticorruption laws and regulations, as well as in the complaint of possible situations of corruption risks;
  - (iii) protect the Complainant who, in good faith, has made a complaint about a suspected violation of this Anticorruption Policy;
  - (iv) define and exemplify the Company's position against bribery and corruption in the operational relations of **Blau Farmacêutica**, carried out with the public administration, national or foreign, its agents or those who, although carrying out operations in the private sphere with **Blau Farmacêutica**, may bring consequences to the relations that **Blau Farmacêutica** maintains or may maintain with the public administration; and
  - (v) detail the requirements of standards and procedures related to anticorruption laws and regulations in the countries where the Company has operations, as well as to inform its collaborators and suppliers of goods or services about the matters dealt with in these laws and regulations and on the anticorruption ethical principles.

## 2. Target Public

**2.1.** This Policy must be followed by all collaborators and suppliers of goods or services of **Blau Farmacêutica**, or any other individual or legal person acting on its behalf or benefit, regardless of the type of service provided and the method of hiring. Everyone should study, understand and clarify any doubts so that they have full knowledge and conditions to expressly follow all the terms and principles of this Policy, and the contracting managers of **Blau Farmacêutica** are responsible for making this Policy known to third parties and fully complied with, as well as being such third parties responsible for informing it and guaranteeing its compliance by any individual or legal person related to them that in any way engages in the provision of services to **Blau Farmacêutica**.

## 3. Representatives

Ombudsman of **Blau Farmacêutica**

Internal Audit Manager of **Blau Farmacêutica**

Legal and Compliance Board of **Blau Farmacêutica**

## 4. Detailing

### 4.1. Introduction

- 4.1.1. Ethics and integrity are the values of **Blau Farmacêutica** in the conduction of business. Thus, it is totally against any practice of corruption and requires that its business be done in an integral, transparent way and always in accordance with the legislation of the countries where they are developed, promoting the most absolute seriousness and ethics in all levels of relationship, as described in the **Blau Farmacêutica's** Code of Conduct and Ethics.
- 4.1.2. This Anticorruption Policy sets forth the rules and guidelines that are intended to ensure that **Blau Farmacêutica** and all those who act on behalf of **Blau Farmacêutica** always comply with all legal precepts, especially those established in the Brazilian Anticorruption Law and its regulations (Federal Decree no. 8420/15), together with principles established in the Code of Conduct and Ethics of **Blau Farmacêutica**.
- 4.1.3. **Blau Farmacêutica** has a policy to conduct its business with ethics and integrity, not tolerating any attitudes and behaviors that are contrary to the law or that generate prejudices, embarrassment or social inequality. **Blau Farmacêutica** will never accept, in any country or place where it operates, and at any level, corruption of any kind, or form, including offering and/or payment of bribes of any kind, gift offers or hospitality gestures seeking undue advantages.
- 4.1.4. This Anticorruption Policy applies to all collaborators and suppliers of goods or services, including subcontractors.
- 4.1.5. The Anticorruption Law defines acts harmful to the public administration, which, for the purposes of this **Anticorruption Policy**, are all acts performed by collaborators and suppliers of goods or services, as well as any agent, company or individual that, directly or indirectly, is acting on behalf, interest or benefit of **Blau Farmacêutica**, which infringes national or foreign public assets, principles of public administration or international commitments assumed by Brazil, as follows:
- (i) promise, offer or give, directly or indirectly through third parties representing **Blau Farmacêutica**, any improper advantage to public agent, or the third party related to him;

- (ii) finance, fund, sponsor or in any way subsidize the practice of the illegal acts contemplated in this Policy; and
- (iii) use of interposed individual or legal entity to conceal or disguise their real interests or the identity of beneficiaries of acts practiced.
- (iv) interfere with the investigation or inspection of public bodies, entities or agents, or to intervene in its activities, including within the scope of the regulatory agencies and the supervisory bodies of the national financial system.

4.1.6. The following are considered to be harmful acts against the Public Administration, when the person or company that, in relation to the bids and contracts:

- (i) frustrate or defraud, through adjustment, combination or any other expedient, the competitive nature of public bidding procedure;
- (ii) prevent, disrupt or defraud the performance of any act of public bidding procedure;
- (iii) remove or seek to remove a bidder by fraud or offering of an advantage of any kind;
- (iv) defraud a public bidding or contract resulting therefrom;
- (v) create, in a fraudulent or irregular way, legal entity to participate in public bidding or enter into an administrative contract;
- (vi) obtain improper advantage or benefit from modifications or extensions of contracts entered into with the Public Administration, without authorization in law, in the notice of public bidding or in the respective contractual instruments; or
- (vii) manipulate or defraud the economic-financial balance of contracts entered into with the Public Administration.

4.1.7. The following are detailed the requirements of **Blau Farmacêutica** to be fulfilled, in order not to incur the practice of acts harmful to the public administration, national or foreign.

## **4.2. Gifts, presents, travels and entertainment**

**4.2.1. Blau Farmacêutica** does not allow the offer of gifts, presents, travels, meals, entertainment and any other items of any value to any person, whether public

or not, for the purpose of:

- (i) obtain, maintain or direct business;
- (ii) ensure an improper / inadequate advantage;
- (iii) improperly influence or compensate for an act or decision, as actual or intended compensation for any benefit of the Company, its collaborators and suppliers of goods or services;

#### 4.2.2. Conceptualizing:

- (i) Gift: it is an item with no face value, which is usually widely distributed, without specific destination, containing the BLAU logo or its brands. Examples: pens, agendas, mugs, etc. (Attention: if something has commercial value, that is, if the person who received it could sell it for a minimally relevant value, it is not a gift, but a present.)
- (ii) Present: presents have specific destination and value higher than a gift. Examples: basket with food distributed to a customer in the Christmas season, wines, ties, watches, dinners/lunches, etc.
- (iii) Travels: refers to any expenses incurred within the context of travels – examples: air tickets, hotel rates, meals, etc.
- (iv) Entertainment: these are usually invitations or tickets to some type of sporting event or entertainment in general. Examples: ticket to a music show, performance show or football game.

4.2.3. It will **not** be allowed to offer, distribute or authorize presents, entertainment items or travels to **public agents** without the prior authorization of the Legal and Compliance Board. The act of presenting can be seen as an attempt to influence a public agent in an improper way, to guarantee a benefit to Blau, and it is the duty of all collaborators to avoid such risks.

4.2.4. Only in the case of gifts, they may be distributed when they do not exercise power of influence over the public agent. That is, gifts are allowed as long as it is clear to all parties that your offer is not conditional nor expect any kind of compensation from the public agent.

4.2.5. Also with regard to public agents, food items made available to all do not need to be restricted when within a minimum level of common sense (e.g. water distributed at all meetings, coffee break and/or food available to all the participants of a meeting, etc.).”

### **4.3. Donations and sponsorships**

**4.3.1. Blau Farmacêutica** participates in and supports initiatives to improve the quality of life of the communities with which it relates and takes steps to ensure that no contribution to such purpose deviates from its function by prohibiting any type of illicit payment made to a public authority in violation to this Policy or any applicable anticorruption laws and regulations.

### **4.4. Political contributions**

**4.4.1.** All contributions to political parties or candidates for political office, when and if permitted by the legislation of the country where **Blau Farmacêutica** conducts its business, will only be made in accordance with the applicable legislation and must be approved by the Board of Directors and, in addition to them, those to be made by individuals who occupy positions in the administration of **Blau Farmacêutica**, although they do not need to be submitted to the Board of Directors, will be made only in accordance with the applicable legislation and this Policy.

### **4.5. Contracting**

#### **4.5.1. Suppliers of goods or services**

**4.5.1.1.** In the process of contracting suppliers of goods or services that, in any way, will relate to the Public Administration or the Public Service, in order to lawfully act on behalf and/or in the interests of Blau Farmacêutica before governmental authorities, a copy of this **Anticorruption Policy** shall be provided to the supplier, ensuring that the statement of "Acceptance to the Anticorruption Policy of Blau Farmacêutica" is signed and duly filed.

**4.5.1.1.1** The Manager of the contracting area is responsible for delivering a copy of this Policy and requesting the signed Statement of Acceptance, as well as collecting information and performing an audit to evaluate the contractor's reputation and background, qualification, corporate information, financial health and knowledge technical/ability to perform contracted services. In case of suspicions/restrictions regarding the abovementioned aspects, the supplier should not be contracted and other options should be sought in the market.

**4.5.12.** The Manager of the contracting area must complete and sign the “Audit of Suppliers of goods or services” (Annex III), as well as request the third party to sign the Statement of Acceptance, as well as completing and signing the part of the questionnaire under his responsibility. Otherwise, the contracting can not be completed. The “Statement of Acceptance of the Anticorruption Policy of **Blau Farmacêutica**” (Annex I) and the “Audit of Suppliers of Goods or Services” (Annex III) signed must be sent to the Supplies/Contractor sector for review and approval, and updated whenever necessary. In the case of contractual renewal with existing suppliers, this must also adhere to this Policy, and in case of non-adherence, the contract can not be renewed/extended.

**4.5.13.** All new **Blau Farmacêutica** contracts will have anticorruption provisions with reference to this Policy. In the renewal of contracts already in force, amendments will be made contemplating the anticorruption provisions. After signing the Statement of Acceptance, the manager responsible for performing the contract shall monitor the activities of the contractor, always attentive to any warning signs or risks with respect to this Policy.

**4.5.14.** If you are aware, or have evidences to believe that an unlawful act prohibited by the Anticorruption Law or this Policy has been, is being, or may be practiced or promised by a supplier or third party on behalf or in the interest of **Blau Farmacêutica**, the ombudsman and audit committee should be immediately notified. The sanctions applicable to this type of conduct are set forth in item 4.10 of this Policy.

#### **4.5.2. Collaborators and Service Providers Exposed**

**4.5.2.1.** Whenever a Company’s collaborator or supplier of good or service assumes a position to act on behalf of **Blau Farmacêutica**, internally or externally, in which it will have access to important information, contacts, or that will act with governmental authorities, these “Collaborators or Suppliers of Goods or Services” must complete and sign the “Questionnaire for Collaborators and Suppliers of Goods or Services” (Annex II) and “Audit of Collaborators of Goods or Services” (Annex III), which must also be signed by the responsible manager by new contracting/or change of function.

**4.5.2.2.** In case of doubts in filling in or interpreting, or suspicions, the Legal and Compliance Board should be contacted for clarification. Once signed, the

“Questionnaire for Collaborators and Suppliers of Goods or Services” should be sent to the Personnel Management Department for review, approval and filing. In case of position change, the process should be redone.

**4.5.23.** The manager responsible for the collaborator or supplier of goods or services must continuously monitor their activities, always attentive to any warning signs regarding the Brazilian Anticorruption Law and the points presented in this Policy.

**4.5.24.** There should be an annual recycling regarding the Anticorruption Policy, at which time the “Questionnaire for Collaborators and Suppliers of Goods or Services” should be reviewed. This recycling may be in-person or remotely through the Company's Intranet site.

#### **4.5.3. PEP - Politically Exposed Persons**

**4.5.3.1. Blau Farmacêutica** has special concern when its collaborators and suppliers of goods or services are dealing, directly or indirectly, with “Politically Exposed Persons” - the “PEP”. They are the people of political influence, in Brazil or abroad, in the countries where **Blau Farmacêutica** has operations, currently or in the previous five years, in relevant public functions including their representatives, relatives (until 2nd degree) and other people from their close relationship, such as:

- (i)** holders of a position, job or relevant public function, such as Mayors, state, district or municipal Secretaries, Magistrates, members of the Public Prosecutor’s Office or high-level military personnel, or leaders of political parties;
- (ii)** holders of elective mandates from the Executive and Legislative Branches of the Union;
- (iii)** occupying positions in the Executive Branch of the Union:
  - a) of Minister of State or equivalent;
  - b) of a special nature or equivalent;
  - c) President, Vice-President and director, or equivalent, of autonomous agencies, public foundations, public companies or mixed-capital companies; or
  - d) senior management and advisory group - DAS, level 6, and equivalents;
- (iv)** members of the National Board of Justice, the Federal Supreme Court and the higher courts;
- (v)** members of the National Board of the Public Prosecutor's Office, Attorney

General, Deputy Attorney General, Attorney General of Labor, Attorney General of Military Justice, Assistant Attorney General and Attorneys General of Justice of States and Federal District;

- (vi) members of the Federal Court of Auditors and the Attorney General at of the Public Prosecutor's Office along with the Federal Court of Auditors;
- (vii) State and Federal District Governors, Presidents of the Court of Justice, Legislative Assembly and District Chamber, and Presidents of the State, City and Federal District Court and and Board of Auditors; and
- (viii) Mayors and Presidents of the City Council of State capitals.

**4.5.3.2.** Collaborators and suppliers of goods or services of **Blau Farmacêutica** should pay special attention to any business practices outside the Company's standards when analyzing the "Audit of Suppliers of Goods or Services", directly or indirectly, to "Politically Exposed Persons – PEP", identified in the questionnaire.

**4.5.3.3.** In this case, **Blau Farmacêutica's** Ombudsman and Internal Audit should be informed so that they become aware of the matter and discuss the matter together with the Legal Department.

#### **4.6. Consolidations and aquisitions**

**4.6.1.** In future mergers or acquisitions of new assets by **Blau Farmacêutica**, the due diligence process will be judicious and the agreement will contain specific anticorruption clauses. The succession of liabilities should be avoided, and in the case of existing anticorruption risks, due diligence will detail this point in a specific chapter.

**4.6.2.** Once the acquisition is completed, the new asset must follow the good governance practices of **Blau Farmacêutica**, adhering immediately to this Policy, following all its procedures and routines.

#### **4.7. Facilitating payments**

**4.7.1.** The "kickback", a payment that seeks to obtain some undue or improper advantage – facilitating payment – is strictly prohibited. Any type of facilitating payment by employees or suppliers of goods or services is prohibited in the name or for the benefit of **Blau Farmacêutica**. It is an immoral and illegal practice and is therefore contrary to the policies and standards of **Blau**

## **Farmacêutica.**

**4.7.2.** Such provision applies even when the “kickback” is intended for the acceleration or facilitation of a right that **Blau Farmacêutica** already possessed. Any type of advantage to a public agent that aims at any kind of advantage to **Blau Farmacêutica** is strictly prohibited.

### **4.8. Accurate record keeping and accounting**

**4.8.1.** In order to comply with its Code of Conduct and Ethics, its governance and applicable laws, **Blau Farmacêutica** policy is to always maintain accurate and reasonably detailed books and records that reflect its operations. This procedure is audited regularly. **Blau Farmacêutica** prohibits unregistered and uninformed operations.

### **4.9. Warning signs**

**4.9.1.** Special attention should be paid to warning signs related to bribery and corruption, characterized as some fact or circumstance that suggests that a particular operation, contracting or business relationship involves a risk of bribery and/or other forms of corruption.

**4.9.2.** When identifying a warning sign, action should be taken immediately to minimize or eliminate the risk of bribery / corruption.

**4.9.3.** Below are some examples of common corrupt practices that may suggest potential corruption or bribery risks. In the event of a warning sign, or if there is any suspicion of a possible risk of bribery or corruption, such person should report his concern to the **Blau Farmacêutica’s** Ombudsman.

**4.9.4.** **Blau Farmacêutica’s** intention is to relate exclusively to reputable companies, people and institutions, which are commonly considered “beyond suspicion”. Common sense should be used so that all possible suspicion is evaluated in detail.

**4.9.5.** The following is a non-exhaustive list of examples of situations that identify or suggest possible bribery or corruption. Any doubts should be clarified in contact with the Ombudsman, Legal and Compliance Board, Internal Audit or with the Officer in charge:

- (i) operations involving a country known for corruption practices;
- (ii) payments offered, requested or made in cash;
- (iii) luxurious gifts, personal travels or extravagant hospitality;
- (iv) payments or expenses, documented in an inappropriate manner;
- (v) requests for an operation to be structured so as to disguise material facts or circumvent local laws;
- (vi) the third party is not qualified or does not have the experience and resources to perform the duties for which he has been employed;
- (vii) the third party was newly constituted or otherwise has no historical information;
- (viii) despite having signed the Statement of Acceptance to this Policy, the third party does not implement / follow good anticorruption practices;
- (ix) The third party has historical or current facts related to corruption or violations of the relevant laws, according to information of wide public domain;
- (x) The third party was recommended as an exclusive or preferred supplier by public authority;
- (xi) The third party requests unusual contractual terms or payment agreements that raise concerns under Brazilian law, and/or local laws (including anti-money laundering laws) or payment to a third party that has no relation to the business operation;
- (xii) commissions or fees of the third party exceed the usual rate charged for similar services in that geographical area or exceed, unreasonably, the fees paid by **Blau Farmacêutica** for similar services elsewhere.

#### 4.10. Sanctions

**4.10.1.A Blau Farmacêutica** will carry out an immediate and independent investigation of all the complaints made on its channels. If the investigation finds that improper conduct has occurred in relation to this Policy and/or the Code of Conduct and Ethics and/or anti-corruption legislation, it shall immediately adopt the appropriate corrective measures:

- (i) Collaborators - the infringing collaborator is subject to the disciplinary measures and/or penalties provided by contract and/or applicable law, including, but not limited to, warning, suspension and dismissal.
- (ii) Suppliers of goods and services – shall be subject to termination of the business relationship, as well as any other remedial measures available to **Blau Farmacêutica**, under the terms of the applicable legislation.

**4.10.2.** Without prejudice to the above sanctions, the infringement of this Policy may result in penalties to be pursued in civil and criminal matters to the Company, as well as to collaborators and suppliers of goods and services.

#### **4.11. Incident Reporting or Incident Suspicions**

**4.11.1.** All collaborators and suppliers of goods or services must comply with this Policy. If you wish to report any incident, suspicion, including with respect to past actions of any collaborator or supplier of goods or services of **Blau Farmacêutica** or any third party that may infringe this Policy or applicable law, the complainant should immediately contact the Audit Internal and Ombudsman of **Blau Farmacêutica**.

- ✓ **Blau Farmacêutica**  
Ombudsman
- ✓ Telephone: +55(11) 4615-9413
- ✓ Internet: [www.blau.com.br](http://www.blau.com.br)
- ✓ E-mail: [ouvidoria@blau.com.br](mailto:ouvidoria@blau.com.br)

**4.11.2.** The abovementioned channels should be widely publicized as a means of denouncing bribery, corruption or other unethical behavior in the broad sense. The channels should be used to report suspected or found irregularities with respect to this **Policy**. The complaint may be made in an identified or anonymous way, and the secrecy of the denouncer will be guaranteed.

**4.11.3.** Regardless of whether communications are identified or anonymous, the Company will take measures, to the extent permitted by applicable law, to protect the confidentiality of any complaint made.

**4.11.4.** The anticorruption subject is a concern for everyone at **Blau Farmacêutica**, and everyone should report any information, questions or claims about this topic.

#### **4.12. Non-retaliation**

**4.12.1.** **Blau Farmacêutica** will not tolerate retaliation against anyone who provides information in good faith about a possible / alleged infringement of the principles of its Code of Conduct and Ethics and/or Anticorruption Policy, as well as other Company policies, and applicable laws and regulations regardless of the reported, potential or existing breach, or reporting method and regardless of the final results to which **Blau Farmacêutica** may come in

connection with the investigation of the allegation.

#### **4.13. Training**

**4.13.1.** The Management shall define a training schedule for all collaborators and suppliers of goods or services with respect to this Policy and the recycling periodicity.

**4.13.2.** The integration of new collaborators and suppliers of goods or services will include **Blau Farmacêutica's** anticorruption program.

**4.13.3.** In the case of management positions and positions of trust, under the terms defined by the CLT(Brazilian Labour Laws), as well as for professionals who engage in activities of greater exposure to risk, further training may be applied;

**4.13.4.** The Human Resources Department is responsible for the training necessary for the knowledge and application of this Policy, and may involve the participation of the Internal Audit and Ombudsman departments in this teaching.

#### **4.14. Certification**

**4.14.1.** At the conclusion of the training, collaborators and suppliers of goods or services shall certify the understanding and the commitment to fully comply with this Policy and to report any suspicions and/or infringements related to this Policy.

#### **4.15. Documentation and maintenance**

**4.15.1.** The Internal Audit and Ombudsman departments will be the custodians of all documentation related to the actions and initiatives of compliance of **Blau Farmacêutica's Anticorruption Policy**, being able to prove that Blau Farmacêutica disseminated, implemented and enforced this Policy.

**4.15.2.** The "Third Party Audit", "Statement of Acceptance to Blau Farmacêutica's Anticorruption Policy" and "Questionnaire for Collaborators and Suppliers of Goods or Services", duly signed, must be filed for 5 years from the closing date of the services provided by the Procurement/Supply and Personnel Management areas, respectively.

#### **4.16. Disclosure**

**4.16.1.** Human Resources and Procurement/Supply Managers will be responsible for ensuring that all collaborators and suppliers of goods or services, respectively, are aware of this Policy.

#### **4.17. How to ask questions**

**4.17.1.** In case of any doubts or suspicions, both the Internal Audit and the Ombudsman of **Blau Farmacêutica** will be available for the collection and forwarding of the complaint to the responsible managers.

### **5. GLOSSARY**

**5.1. Public Agent** – the one that exercises, in Brazil or abroad, even temporarily or without compensation, by any form of investiture or bond, mandate, concession, position, job or function in bodies of the direct, indirect or founding administration of any of the Branches of the Union, States, Federal District, Cities, Territory, of company incorporated to the public property or of entity for whose creation or operation the Public Administration has granted a concession of service or power, competed or competes with more than fifty percent of the voting capital or of the annual income, or where it exerts significant influence in the decision making by means of the law or participation in the bodies of administration. This also includes, among others, employees of public companies, mixed-capital companies, autonomous agencies, public foundations, notary offices, public service concessionaires and companies with public-private partnerships. For the purposes of this policy, the concept of public agent is incorporated into the concept of a public agent who, even temporarily or without compensation, holds a position, job or public function in state bodies, entities or in diplomatic representations of a foreign country, directly or indirectly, by the public power of a foreign country or in international public organizations.

**5.2. Internal Audit** – Department responsible for verifying and finding the application and compliance: of the legislation, Code of Conduct and Ethics and Company's policies and rules for its business and activities, subordinate to the Blau Farmacêutica Presidency.

**5.3. Kickback** – Payment or assignment of any advantage made to the benefit of a civil servant for the purpose of expediting a governmental action, service or act, as well as any small or nominal payment or even favoring a public agent, typically to expedite

and/or guarantee performance of a “routine public action”, such as permits, licenses, records or other official documents to qualify an individual or legal person to conduct business, for example in the notaries and trade boards, but not limited to them;

**54. Anything of Value** – broad term that can include any item that has value, including also benefits and favors, presents, services, invitations, among others, that can be received directly or indirectly.

**55. Collaborator** – any and all individuals who provide service to Blau Farmacêutica of a compensated, non-contingent nature, with a legal, technical or hierarchical subordination, including temporary employees.

For the purposes of this Policy, managers, directors and any agents that may act for the benefit of **Blau Farmacêutica** are incorporated into the concept of collaborators, without being included in the concept of *supplier of good or service*.

**56. Corruption** – under the terms of this Policy, is the act of offering, promising or accepting an advantage, receiving, demanding or soliciting, directly or indirectly, any undue advantage to influence the actions of an agent or public official, as well as being compliant with indications of infraction committed by someone subordinate to him, in breach of the laws and positions of the Company. The term may also involve the employment by persons of the public and/or private service of illegal means for own or others’ benefit, get advantages or improper benefits (pecuniary or otherwise). This act or effect can be verified under two (02) modalities, as described below:

- (i) **Passive Corruption:** committed by a public agent or other person for soliciting or receiving directly or indirectly, undue advantages, or accepting any kind of advantage or accepting promise of such advantage considering the positions or positions they occupy;
- (ii) **Active Corruption:** committed by private individuals against the public administration and consists in the act of offering an advantage (in various forms), any kind of benefit or satisfaction of will, to the public agent, so as to affect the morality of public administration and induce him to practice, omit or delay a competent act of its function;

5.6.1 The term may also be understood as the act or effect of seducing or being seduced by money, presents, entertainment, or any other benefit that causes one to depart, act or fail to act in the public interest, law, moral, good customs and what is considered right in the social environment.

**57. Legal and Compliance Board** – Department responsible for verifying and finding the application and compliance with the legislation, Code of Conduct and Ethics and Company's policies and rules for its business and activities, as well as responsible for ensuring the training application to all employees and suppliers of goods and services for the purposes of the Anticorruption Policy, as well as verifying and finding the application and compliance with the law, Code of Professional Ethical Conduct.

**58. Due Diligence** – process of investigation of a business opportunity that **Blau Farmacêutica** should lead in order to be able to evaluate the risks of the transaction. Although such investigation may also be done by legal obligation, the term usually refers to voluntary investigations, in the Company's interest, identifying assets and liabilities, whether declared or not, as well as other possible undeclared and/or hidden risks, including possible risks moral practices such as corruption.

**59. Fraud** - any tricky, deceptive, bad faith act with the purpose of harming or deceiving others, or of not fulfilling a certain duty, obtaining for themselves or for others improper advantage or benefits (pecuniary or not).

**510. Supplier of good or service** – any supplier of goods, service provider, consultant, commercial representative, intermediary, business, outsourced, contracted or subcontracted partner of **Blau Farmacêutica**, whether an individual or legal person, regardless of the form of corporate organization or model adopted, formal or otherwise, acting in the name or benefit, direct or indirect, exclusive or otherwise, of **Blau Farmacêutica** for any purpose.

**511. Anticorruption Treaties and Laws** – the subsidiaries, related companies or affiliates of Blau Farmacêutica S.A. and its group, including directly or indirectly managed vehicles, as well as companies that are directly or indirectly controlled, related or under the same control of said vehicles (without prejudice to the provisions provided in the Code of Conduct and Ethics of Blau Farmacêutica, are obliged to observe the anticorruption laws and treaties listed below:

**Brazilian Anticorruption Law no. 12.846 of August 1, 2013** – Objective administrative and civil liability law of legal persons for the practice of acts against the public, national or foreign administration of Brazil.

**Corruption of Foreign Public Officials Act** - Law on corruption practices of Public Agent of Canada.

**FCPA – Foreign Corrupt Practices Act** - Law on corruption practices outside the

United States of America.

**UK Bribery Act** - Law on bribery of the United Kingdom.

**Convention on Combating Corruption of Foreign Public Officials in International Business Transactions (OECD Convention)** – Ratified by Brazil on November 30, 2000.

**Inter-American Convention against Corruption (OAS Convention)** – Ratified by Brazil on October 7, 2002.

**United Nations Convention against Corruption (UN Convention)** – Ratified by Brazil on January 31, 2006.

**5.12. Human Resources** - Department responsible for ensuring the application of the training of all collaborators and suppliers of goods or services for the purposes of this Policy;

**5.13. Bribery or Bribe** – personal practice or by interposing person to promise, offer or pay an authority, official, public agent or professional of the private initiative any amount in money, anything of value or any other presents or favors for that part to stop behaving ethically with their professional duties to secure an undue advantage.

**5.14. Undue Advantage** – it is considered to be any kind of benefit obtained by a particular agent or person related to him, such an advantage being undue when it has no clear legal and regulatory protection.

5.14.1. In this sense, for example, any payment or favor made to a public agent, or any individual or legal entity related to them that does not comply with the law, will be an undue advantage to the public agent.

5.14.2. In the same sense, any kind of benefit obtained by a company or a private agent from public bodies or agents (such as granting a contract, levying a lower tax or obtaining a license, permit or authorization within a term shorter than usual) will be considered an undue advantage when it is due to acts harmful to the public administration (such as bribe payments, giving presents, fraud to competition, undue relationship etc.);

## **6. ANNEXES**

### **6.1 Documents that are part of this Policy**

- a) Annex I – Statement of Acceptance of the Anticorruption Policy of **Blau Farmacêutica**.
- b) Annex II – Questionnaire Collaborators and Suppliers of Goods or Services;
- c) Annex III – Audit Suppliers of goods or services

## **7. Approval**

This Policy was approved by the Board of Directors of **Blau Farmacêutica**, on **October 23, 2017**, effective as of this date.

**Annex I**

**Statement of Acceptance of the Anticorruption  
Policy of Blau Farmacêutica.**

\_\_\_\_\_  
(Corporate Name or Full Name), (CNPJ or CPF), with address at \_\_\_\_\_, **DECLARES**  
- by this Statement of Receipt and Acceptance to the Anticorruption Policy of Blau Farmacêutica (“Term of Acceptance”), which received a copy of the Anticorruption Policy of Blau Farmacêutica, read, understood all of its contents and has full knowledge of said documents, which govern the rules and procedures of Blau Farmacêutica, so that all who act for or on behalf of the Company always comply with all ethical and legal precepts, especially those established in the Anticorruption Law (Law no. 12.846/13) and its regulations.

The individual or legal entity identified above, together with its collaborators, understands that corruption in any form is not tolerated by Blau Farmacêutica and undertakes to fully comply with the Brazilian Anticorruption Law and its regulations, as well as the Anticorruption Policy in any activities related to Blau Farmacêutica, in particular in the contacts with any representatives and agents of government agencies and national and foreign public entities.

- \_\_\_\_\_ -

Full Name: ID:

CPF:

Signature

\_\_\_\_\_

Signature

Full Name:

ID:

CPF:

Note The signatures above must be recognized in a notary's office.  
In the case of a Legal Entity, the signatures must be in accordance with the Company's  
articles of incorporation/organization

## Annex II

### QUESTIONNAIRE FOR COLLABORATORS AND SUPPLIERS OF GOODS OR SERVICES

This Questionnaire is directed exclusively to own and outsourced collaborators, who act on behalf of Blau Farmacêutica, internally or externally, in contact with government agencies, public entities and/or politically exposed persons.

This Form is an integral part of the Anticorruption Policy of Blau Farmacêutica S.A. ("Blau Farmacêutica" or "Company") and must be answered and signed by all exposed collaborators (as defined below), as well as by their responsible manager.

#### COLLABORATOR IN A POSITION OF EXPOSED ROLE

I am aware that, in the exercise of my professional duties, I may act on behalf of Blau Farmacêutica, internally or externally, in contact with government authorities, public entities and/or politically exposed persons (as detailed in the Anticorruption Policy).

I declare that I have received a copy of **Anticorruption Policy** of Blau Farmacêutica, read it, fully understand it and promise to faithfully comply with all its determinations.

- /- /-

Collaborator: \_

Registration: \_

Manager of the Area: \_

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#### COLLABORATOR IN EXPOSED ROLE (ANSWER ANNUALLY)

1. Relationship with Government Bodies, Public entities and Politically Exposed Persons

1.1. During your past year, in your activities, did you or collaborators in your area need to have any relationship with representatives or agents of government bodies, public entities or politically exposed persons (PEP)?

No  Yes

2. Identification of the Type of Relationship with Government Bodies, Public entities and Politically Exposed Persons

2.1. With which body or public entity was the relationship maintained?

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2.2. What was the purpose of the contact you made? Have this been achieved?

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2.3. Was the contact made directly by you, an employee of **Blau Farmacêutica** or a known third party?

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2.4. Had the contact been maintained by a third party, was a service contract concluded? Please, specify

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2.5. Was a copy of the Anti-Corruption Policy of Blau Farmacêutica provided to this third party? Was the Third Party's Audit made? And, was their signature Statement of Acceptance requested? Please, attach a copy of the documents.

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2.6. Has the relationship with the public body or entity been on time or will it continue in the future? For how long? Please, specify.

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**3. RELATIONSHIP WITH POLITICALLY EXPOSED PERSONS (PEP) IN BRAZIL AND ABROAD**

“Politically Exposed Persons means persons of political influence exercised in Brazil or Abroad, currently or in the previous five years, in relevant public roles”

3.1. During your past year, in your activities, did you or collaborators in your area need

to have any relationship with Politically Exposed Persons (PEP)? Identify below the possible relationships you have had with “Politically Exposed Persons”, including if any of the positions/roles/jobs (collectively, commonly called “positions”) listed below are occupied by you, your representatives, other people from your close relationship.

3.1.1. Holders of a position, job or relevant public role carried out by heads of state and government, high level politicians, senior civil servants, high level magistrates or military officers, leaders public companies or political parties;

- No
- Yes
- Who? \_
- When? \_
- Relation and position?\_

3.1.2. Holders of elective mandates from the Executive and Legislative Branches of the Union, States, Federal District or Cities, including candidates to elective offices;

- No
- Yes
  
- Who? \_
- When? \_
- Relation and position?\_

3.1.3. Ministers/Secretaries of State or equivalent, or position of a special nature or equivalent, in the Executive Branch of the Union;

- No
- Yes
- Who? \_
- When? \_
- Relation and position?\_

3.1.4. Presidents, vice-presidents, directors or equivalent, of autonomous agencies, public foundations, public companies or mixed-capital companies; or

- No

- Yes
- Who? \_
- When? \_
- Relation and position?\_

3.15. Management and Advisory to Superiors Positions – DAS and equivalent, at Federal, State, District or Municipal level;

- No
- Yes
- Who? \_
- When? \_
- Relation and position?\_

3.16. Members of the National Board of Justice, Federal Supreme Court and the Higher Courts, magistrates (judges and court of appeal judges), members of the Public Prosecutor's Office of States, Federal District and Union;

- No
- Yes
- Who? \_
- When? \_
- Relation and position?\_

3.17. Members of the National Board of the Public Prosecutor's Office, Attorney General and Deputy Attorney General, Attorney General of Labor, Attorney General of Military Justice, Assistant Attorney General and Attorneys General of Justice of States

- No
- Yes
- Who? \_
- When? \_
- Relation and position?\_

3.18. Members of the Federal, States, Federal District and/or Municipal Court of Auditors and the Attorney General of the Public Prosecutor's Office along with the Federal, States and Municipal Court of Auditors;

- No
- Yes
- Who? \_

- When? \_
- Relation and position?\_

3.1.9. State and Federal District Governors, Presidents of the Court of Justice, Legislative Assembly and District Chamber, and presidents of the State, Federal District and City Court and Board of Auditors;

- No
- Yes
- Who? \_
- When? \_
- Relation and position?\_

3.1.10. Mayors and Presidents of the City Council of State capitals

- No
- Yes
- Who? \_
- When? \_
- Relation and position?\_

**4. CONFIDENTIAL INFORMATION OWNERS OF BLAU FARMACÊUTICA**

4.1. During the activities of your job, do you have access/knowledge of confidential information, such as pricing, financial, marketing, strategic, technological or similar of potential interest to competitors of *Blau Farmacêutica*?

No  Yes Please, specify\_ \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



## Annex III

### AUDIT OF SUPPLIERS OF GOODS OR SERVICES

#### 1. PART I (to be answered by the contracting Company Manager of the area)

##### 1.1. Qualifications

1.1.1. Describe the business relationship that the supplier will have with **Blau Farmacêutica**:

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1.1.2. Briefly describe the experience and qualifications of the supplier and how this can help **Blau Farmacêutica**.

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1.1.3. Enter the approximate value of the Contract and method of payment \_

1.1.4. Start and end date of supply or service \_

1.1.5. Expected renewal date: \_

1.1.6. Why did you choose this supplier?

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#### 12. SUPPLIER SURVEY – past history

(search the sites below and check the supplier's registration in them)

1.2.1. site <http://transparencia.gov.br/cnep> - NATIONAL RECORD OF PUNISHED COMPANIES (CNEP).

Is the company enrolled in this record?  No  Yes

1.2.2. site [www.portaltransparencia.gov.br/ceis](http://www.portaltransparencia.gov.br/ceis) - CADASTRO DE QUALIFIED AND SUSPENDED COMPANIES (CEIS) Is the company enrolled in this record?  No  Yes

1.2.3. Search for similar records at the state and municipal levels. Is the search done?  No  Yes

In which entity? \_

Result: \_

1.2.4. Do a search on the Internet and look for news regarding the supplier that may suggest a bad reputation in the market. Have some suspicious news, some possible risk found?

No  Yes.

In which entity? \_

Summary of potential problem: \_

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If yes, attach the document. Consultation Date: \_ / \_ / \_

1.2.5. Based on the search done, and the answers to the questionnaire by the third party below, you understand that the contracting of this supplier should be:

Approved

Refused.

Reason: \_

- ,\_ /\_ /\_

Manager of the Area: \_

## 2. PART II (to be answered by the Supplier)

Corporate Name: \_

CNPJ: \_

Representative: \_

**Blau Pharmaceuticals** promotes sustainable relationships with its suppliers, based on principles of transparency, respect for existing laws and regulations, integrity and ethics.

**Blau Pharmaceuticals** aims to encourage best practices with all business partners, direct and indirect that are related to their business. In this way, our goal is to relate to companies that share our values of ethics and transparency and are committed to implementing anticorruption practices.

We ask you to answer the questionnaire below, if necessary use the back/other pages to answer.

2.1. Has the company (Legal Entity) or you (Individual) already had in the last 5 years or intend to have a business relationship (contract, bid, agreement, etc.) with government agencies or public agents?

No  Yes Please, detail \_

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2.2. In the scope of services that your company (Legal Entity) or you (Individual) will provide to Blau Farmacêutica, will you interact on behalf or benefit of Blau Farmacêutica with public bodies or agents, in business relationship or a relationship of any nature?

No  Yes Please, detail the bodies with which there will be interaction, as well as the frequency and nature of this interaction.

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2.3. Do any of the owners, shareholders, collaborators or their relatives up to the second degree currently occupy, or have occupied, in the last 5 years, any position in government agencies or in any public entity (please, consider the broadest possible concept)? If yes, detail the situation, including informing if this body or public entity has any current or potential relationship with Blau Farmacêutica business.

No  Yes Please, detail \_

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24. In the past 5 years, you (Individual) or the company (Legal Entity), any of your administrators, employees, officers, leaders or owners, close relatives or anyone working on your behalf has been charged or convicted of any kind of corruption, including fraud, bribery, money laundering, or any similar / related crime?

No  Yes Please, detail \_

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25. Within the products and/or services that you will provide to **Blau Farmacêutica**, is there any form of subcontracting?

No  Yes If positive, indicate Name/Corporate Name, CPF/CNPJ and address of the third parties involved and provide a copy of the Anticorruption Policy of Blau Farmacêutica to each of the subcontractors:

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26. With regard to the previous item, indicate if any of the related is currently, or has been in the last 5 years, representative, agent, or close relative of representative or agent of any governmental body or public entity. Or if they have been charged or convicted of any kind of corruption, including fraud, bribery, money laundering, or any similar / related crime

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I certify that the information provided in this questionnaire regarding \_\_\_\_\_ (corporate name or full name) is reliable and reflects my best knowledge of the situation.

- \_\_\_\_\_ -

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Full Name: Position:

ID: CPF:

Signature

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Full Name: ID:

CPF:

Signature