



ANTICORRUPTION POLICY

V.2 – October/2021 – Public Information

1. Objective and Scope

1.1 Objective

Establish the concepts, guidelines, corporate rules and responsibilities of employees and third parties to ensure that all of Arteris's activities comply with the most stringent standards of applicable Anticorruption Legislation.

1.2 Scope

This policy applies to all employees, including the directors and members of the management bodies, of all Arteris Group companies, as well as all third parties with whom the Company maintains or will maintain a contractual relationship, see the definitions in the Glossary of this document, and is aligned with the policies of the Abertis and Brookfield Groups.

2. Guidelines and General Rules

2.1 Combating Corruption

Arteris is committed to legal provisions, national and international agreements, including, but not limited to:

- Global Compact of the United Nations (UN);
- UN Convention against Corruption;
- Convention against Corruption of the Organization of American States (OAS);
- Business Pact for Integrity and Against Corruption (ETHOS);
- Federal Law No. 12.846 / 13;
- Federal Decree No. 8,420 / 15, and
- Spanish Penal Code.

It is part of the culture of Arteris to conduct its business with honesty and integrity, therefore, Arteris does not tolerate that its employees or third parties promise, accept or offer advantages or undue favors (corruption/bribery), directly or indirectly, to entities or companies of the Public Administration or the private segment (commercial bribery).

Undue advantage should be understood broadly, not only taking into account the material or economic value of the advantage, but it also can be any other benefit that the person has had.

Examples of Misconduct are, but are not limited to:

- i. Cash or equivalent;
- ii. Gifts;
- iii. Travel expenses and / or personal expenses payments;
- iv. Services;
- v. Entertainment;
- vi. Privileged Information;
- vii. Jobs for relatives or friends.

Notwithstanding the provisions of the above items and under the terms of Anticorruption Legislation, it is forbidden for any employees or third party of Arteris to promise, give or offer, directly or indirectly, any Undue Advantage to any Public Official or third party related thereto or for any Entity or person of the private segment, regardless of whether or not there is an intention or result.

The Board of Directors of Arteris must adopt and disseminate measures to combat all forms of corruption in its activities, continuously improving its anti-corruption management system and integrity program, including:

Audit, Compliance and Internal Control procedures to reduce the incidence of errors, omissions and fraud in:

- i. Business and commercial operations (including: disbursements, use of movable and immovable property, acquisition of assets or obligations, etc.);
- ii. Financial statements, accounting and tax records (including: practices to prevent unrecorded revenues / expenses and monitoring of indicators indicating disproportions between costs and prices charged or paid);
- iii. Communications to the market and to regulatory and supervisory bodies.

Arteris Group ensures that there will be no retaliation or discrimination or disciplinary action for professionals who refuse to participate in Bribery, even if such refusal could result in the loss of business to the organization.

2.2 Authority of the legal and Compliance Board

Arteris' Legal and Compliance Departments is authorized to:

- i. Access information and documents from other areas, if necessary for the exercise of their functions, according to the scope of the Integrity Program;
- ii. Have full and free access to the Audit and Compliance Committee and, when applicable, to the Board of Directors;
- iii. Obtain the necessary assistance from employees of Grupo Arteris companies, as well as other specialized services internal or external to the Organization.

2.3 Relations with the Public Sector and the Private Sector.

The Arteris Group supports its relations with the public sector and the private sector in the principles of transparency and equal opportunities, and rules out any action aimed at obtaining an undue advantage over competitors, in the market or in public contracts, based on any type Of an act of corruption or contrary to the applicable legislation.

Arteris does not offer, promise, request, deliver, accept or receive payments, goods or any advantage, benefit or compensation in kind, directly or indirectly, for our own benefit or that of third parties from:

- PEP's in positions in office or who have ended their assignments before 2 years and their family members;
- Jurors, mediators and judges, national or international and their families;

Arteris does not request confidential information from persons belonging to the public sector or PEP's or their family members, in order to obtain, directly or indirectly, any type of advantage, for the benefit of our Group's company(ies) or third parties, for third parties' purposes. the contractual relationships that the company(ies) of Grupo Arteris maintains with the public sector.

Arteris does not establish any business or economic transaction, nor does it have any direct or indirect financial or private interest, with national or international public sector employees, nor with PEP's or family members.

Arteris does not influence decisions of the public sector, unions, political parties, other organizations, PEP's and their family members to obtain any benefit, direct or indirect, for the Group's companies or third parties in order to obtain undue advantages.

It is possible that during the regular activities of Arteris, Public Officials make requests for any Undue Advantage or that appear to be undue. Should this occur, it should be:

- i. Immediately reject the request clearly, explicitly and without giving rise to double interpretation;
- ii. Avoid any kind of discussion that might give the impression that the request will be answered;
- iii. Inform the Public Employee that the requested request can not be attended by Arteris;
- iv. Report the request immediately to the Legal or Compliance Boards, and
- v. Follow the applicable legislation and the internal rules of the procurement processes so that there are equal opportunities for competitors and transparency in the negotiations.

Employees will not participate, hire or solicit lobbying, except in cases where there is prior evaluation and approval of the Compliance Committee, considering that their activity does not constitute an act of corruption or an act that can be regarded as unlawful and in accordance with the internal rules of Arteris.

2.4 Gifts and Hospitalities for/from Public Agents

Interactions during meals or social events at commercial establishments (for example, lunches, dinners, happy hours etc.) may occur as long as the Employee of the Arteris Group companies and the Public Official bear their respective expenses, in accordance with the Gifts and Hospitalities Norm, which exceptionally provides that:

- i. As for the offer/receipt of meals, it will only be allowed in representation events, on a non-recurring basis, which must take place at lunchtime, on weekdays, and limited to the total amount of R\$200.00 (two hundred reais) PER EVENT. This item must always be reported to the Compliance Committee of Grupo Arteris through the form for reporting and/or pre-approval of gifts, presents and hospitality.
- ii. Promotional items of nominal value approved by Arteris (such as pens, notebooks or t-shirts) and with an Arteris-related logo or message (limited to a value of R\$100.00 per item);
- iii. Modest food and beverage items, such as coffee/tea and snacks (limited to a total of R\$50.00);
- iv. Offering or receiving gifts, gifts or hospitality to people in the Public Sector who do not fit into one of the three items above, and in the rules set out in the Arteris Rules on Gifts and Hospitalities Norm, must be evaluated in advance. approved by the competent Authority, as well as by the Compliance Committee of Arteris (by completing the online form for reporting and/or pre-approval of gifts, presents and hospitality. – Annex 1 of the aforementioned Norm).
- v. Exceptions to the rule provided for in item “(ivi)” above are: social gatherings and institutional events organized and/or sponsored by Arteris Group. In such cases, the department responsible for organizing the event must submit, in advance, for approval by the Compliance Committee, the purpose of the event, information about its organization and the names of all Public Officials invited.

2.5. Relations with Third Parties

Third Parties must always act with integrity and refuse to promise, give, offer or receive any Undue Advantage on behalf of or to Arteris. Employees must take appropriate measures to ensure that Third Parties comply with this policy and the internal rules relating to this topic.

As part of the approval (evaluation) stage of suppliers or any Third Parties that relate to Arteris, according to its risk profile to be defined, an anticorruption due diligence must be performed, as defined by the Compliance Department.

Employees may not:

- i. Enter into agreements or contracts with any Third Parties that imply reciprocity and exchange of personal favors;
- ii. Intermediate or facilitate business on behalf of Third Parties;
- iii. Having a second job on any Third Party without prior authorization from the Compliance Committee;
- iv. To request employment of relatives and friends in any way related to Third Parties, with whom it has direct contact in the exercise of its position in Arteris; and
- v. Request courtesies or contributions to Third Parties.

Before deciding on the hiring of any Third Party, the Employee should evaluate the following issues and, if the answer is positive, do not materialize the hiring:

- i. Am I going to make some personal commitment in hiring you?
- ii. Am I under any pressure to hire you?
- iii. Am I unduly benefiting this Third party to the detriment of other(s)?
- iv. Can any of my relatives benefit from this hiring?
- v. Are there any other conflicts of interest involved in hiring?

2.5.1. Relations with political parties

The Arteris Group companies may maintain relations with political parties, always in accordance with the Brazilian legal system.

Political Contributions

(A) Political contributions by or on behalf of Arteris

In view of the current legislation, Arteris is prevented from making political contributions, either directly or indirectly. This includes contributions that are directly or indirectly intended for political candidates, political parties or members of political parties.

(B) Personal political contributions from Employees

Arteris recognizes that everyone has the right to participate, as citizens, in the political process. Employees may make political contributions on their own behalf and participate in political activity in their free time and in their sole discretion, without this being associated with their position or in the image of Arteris. Employees: (i) who hold a position in Arteris Senior Management or Arteris Group company shall not make personal political contributions without carrying out the previous report to the Compliance Committee, in view of the possible association of their image with that of the Company; (ii) shall not use Arteris' working hours, property or equipment to perform or support personal political activities; (iii) in any political participation or performance, they must make it clear that their views and actions are personal and not Arteris; and (iv) shall not request from Arteris any form of reimbursement for personal political contributions.

The Arteris Group companies may not make purchases of products or services whose benefits are intended directly or indirectly to a political party.

The companies of Arteris Group should analyze in advance the sponsorship projects, as well as the social and cultural projects in which it has planned to participate, in order to verify that they are not related to political contributions.

2.6. Sponsorship: institutional representation activities and marketing and commercial initiatives

The Arteris Group carries out institutional representation activities and marketing and commercial initiatives taking into account both its positioning; Criteria and business strategies to be applied as elements related to company culture, such as its Code of Ethical Conduct, current practices and applicable legislation.

Provided that in good faith and subject to the provisions of specific internal rule, as well as the applicable legislation, Arteris may grant Sponsorships for marketing purposes. Sponsorships are performed by Arteris to support an event, activity, individual or organization, whether financially or otherwise, including, but not limited to, the provision of products or services as part of your brand identification, sales, or Other commercial activities.

Under no circumstances may Sponsorship be used as a substitute for a political contribution or to represent an undue advantage for the public or private entity (corruption/bribery).

All sponsorships must be based on formal agreements between the Company and third parties who will receive it and must be previously approved in writing by the director responsible for the contracting department, the Director of Communication, Marketing and Sustainability and the Chief Executive Officer.

2.6.1. Financing of commitment and collaboration projects with the community

The companies of the Arteris Group, within the lines of action of the Arteris Group's Social Responsibility Plan, participate in cultural, social, environmental, educational, technological development or innovation projects and transfer it to the productive network as driving element.

Arteris Group should detail the processes and criteria that must be fulfilled by any request for funding of projects of commitment and collaboration with the community and establish, in turn, control and supervision measures. These processes, criteria and measures should have as main purpose the control of the destination of resources contributed by the companies of the Arteris Group so that they conform to the criteria established in this policy.

Likewise, Arteris Group must prove the nature and purpose of the entities wishing to be sponsored by the companies of the Arteris Group. In addition to the written approval of the Director responsible for sponsorship, this must be previously approved, in writing, by the Chief Executive Officer and Director of Communication, Marketing and Sustainability

2.6.2 Charities contributions

Charitable contributions must be made or forwarded to a qualified recipient of whom Arteris does not expect to receive any commercial benefit in accordance with applicable law (s) and its policies and procedures.

Contributions to charities can never be used as a substitute for political contributions and must always be pre-approved, in writing, by the Chief Executive Officer and the Director of Communication, Marketing and Sustainability. If a Public Official requests a donation from a particular charity, consult legal and compliance Areas before agreeing to make the donation.

2.7 Mergers, acquisitions and structural modifications

All merger and acquisition operations, and in general any structural modification operations carried out by the Arteris Group companies, are carried out with due diligence, analyzing and assessing all the implications and risks involved, including the risk of non-compliance related to the anti-corruption issue.

The Anti-Corruption Due Diligence must be performed for the purpose of verifying compliance with the provisions of the Anticorruption Legislation prior to the conduct of the business. If any violations or suspected breaches of such legislation are identified, the Arteris Group Compliance Committee shall be formally notified.

In any case, after the completion of the operation, an analysis of compliance with the Anticorruption Legislation and this policy should be conducted, and, if necessary, appropriate compliance measures implemented.

2.8 Accounting, Financial Statements and Announcements and Tax Planning

Employees and third parties may not:

- i. To induce the public of relationship to error of interpretation of economic, financial or accounting information;
- ii. Adulterate documents, omit data and information or falsify financial information and accounting and tax records; and
- iii. Practice or favor the tax avoidance in disagreement with the applicable legislation.

2.9 Facilitation Payments

Arteris does not make facilitation payments.

3. Specific Guidelines and Rules

3.1 Responsibilities

3.1.1 Board of Directors

The Board of Directors is responsible for the final approval of this policy.

3.1.2 Arteris Presidency

The Arteris Presidency must approve any changes made to this policy.

3.1.3 Directors

The Directors, including the Chief Executive Officer, are responsible for ensuring, in a comprehensive manner, the establishment of this policy, its disclosure and application throughout the company, promoting and encouraging ethical conduct and the appropriate internal control environment.

3.1.4 Arteris Compliance Committee

The Compliance Committee shall, in conjunction with the Directors, promote compliance with the rules of this policy, ensuring its dissemination throughout the company. Among its responsibilities, the following stand out: (a) guaranteeing the effectiveness of this policy and monitoring its enforcement; And (b) decide on controversial situations and violations.

3.1.5 Compliance Area

The Compliance area is responsible for keeping this policy current and disseminating it internally to the target public; Receive and process reports or suspected violations of this policy and monitor its enforcement.

3.1.6 Internal Audit

The Internal Audit is responsible for investigating allegations or suspected violations of the topics covered in this policy.

3.2 Notice of Default

3.2.1 Timing of Communication – Arteris Whistleblower Channel

Employees should immediately report suspected violations of this policy to the Arteris Whistleblower Channel. The report should contain as much as information as possible including, but not limited to:

- objective and impartial description of the fact;
- where and when the violation happened or is happening;
- who are the Employees and / or Third Parties involved; and
- documentation that assists in case evaluation and referral of actions.

3.2.2 Whistleblower Protection – Non Retaliation

Whistleblower will be protected against reprisals / retaliation, as much as possible, consistent with the need, and carry out an appropriate analysis and be subject to applicable law. No retaliation will be made against any person and anonymity is assured to a reporter who has made a report based on a reasonably good faith belief that a violation of this Policy has occurred or may occur at its discretion. The secrecy and confidentiality of the information will be maintained and the anonymity will be assured to the whistleblower who wishes so.

Any disciplinary measure will be applied to any employee who attempts or actually commits retaliation against any Whistleblower.

3.2.3 Treatment of Violations

After receiving the communication, after investigating the facts and the treat the occurrence of an act of corruption or other illicit related to the scope of this policy, the facts can also be sent to the competent judicial authority, without prejudice to the application of the sanctions provided for in this policy. At the same time, the necessary measures will be taken to prevent the continuation of the allegedly illegal actions detected. Any personal information / document resulting from the investigation that contains personal data will be treated as provided in the applicable information security regulations and guidelines.

3.2.4 Retention of Information

All documentation supporting consultations / notifications, follow-up and investigation of possible acts of corruption/bribery or other illegal acts related to the scope of this policy, as well as their resolutions, shall be filed by the Compliance Committee and the Internal Audit for the time required by applicable legislation. The file will be stored electronically in a medium that guarantees its integrity, impossibility of manipulation and its proper conservation and location.

3.3 Questions and Exceptions

Questions, doubts and exception evaluations regarding the topics of this policy should be directed to the Compliance area or to the Compliance Committee, by any available means, such as the e-mail: comite.compliance@arteris.com.br, or by telephone, or in person, etc.

3.4 Penalties

All employees and third parties must comply with this policy. Violation of any term or condition of this policy will subject the violator to remedial measures provided by applicable law, including the possibility of unpaid suspension and even termination of employment contract, or contract for the supply of goods or services rendered by the Third Party, without prejudice to any measure (s) that may be applicable in the administrative and / or civil and / or criminal sphere (s).

3.5 Related Documents

- Arteris Code of Conduct
- Arteris Gifts, Gifts and Hospitality Standard
- Standard for Interaction with the Arteris Public Sector
- Arteris Sponsorship and Donations Policy
- Conflict of Interest Prevention Standard
- Arteris Anti-Corruption Due Diligence Procedure

4. Monitoring and Control

The internal regulations will establish the appropriate and effective control mechanisms to identify and report any risk and / or violation of this policy.

This policy will come into force on the date of its disclosure, revoking and replacing any prior communication on the subject.

Control and Version History

Date	Version	Summary	Approval
19/07/2017	01 ^a	Policy creation	Compliance Committee Board of Directors
05/10/2021	02 ^a	Policy review: Inclusion of requirements to comply with the ABNT NBR ISO37001 standard	Compliance Committee Board of Directors

5. Appendix

5.1 Glossary

Public Administration: It is composed of local and foreign state bodies and entities, including diplomatic representations of a foreign country, of any level or sphere of government, as well as legal entities directly or indirectly controlled by the national public authority or a foreign country.

Bribery: According to ISO 37001: offering, promising, donating, accepting or soliciting an Improper Advantage, directly or indirectly, and regardless of location(s), in violation of applicable laws, with the purpose of improperly influencing a decision or obtaining a incentive or reward for a person who is acting or failing to act in relation to the performance of his obligations.

Employee (s): Includes, individually or jointly, any employee, trainee, shareholder (individual or legal entity), director, administrator, counselor who in any way acts on behalf of Arteris.

Compliance Committee: Committee formally organized in Arteris to strengthen and guide the ethical conduct of the company and its employees, constituted according to its Internal Regulation.

Corruption: It is the misconduct, by a Public Employee, of any level or instance, or by individuals, individuals or legal entities, whose objective is to obtain an Undue Advantage for themselves, for others or for a group of people. It can also be understood as the act or effect of degenerating, seducing or being seduced by money, gifts, entertainment or any benefit or advantage that leads someone to withdraw, act or fail to act in accordance with the law, morals, good customs and what is considered right in the social environment. For the purposes of this rule, any form of Corruption will not be tolerated, whether with public entities or agents, or with private parties.

Facilitation Payments: Amounts of money that are given in exchange for irregularly securing or expediting the course of a procedure or necessary action to which the person responsible for the facilitation payment is entitled by law.

PEP - Politically Exposed Person: list of persons considered politically exposed and their related persons, under the terms of current regulations and in line with the best practices for identifying this profile

Public official: A civil servant for the purposes of this policy is: (1) anyone who, even temporarily or without remuneration, holds a position, job or public function in organs, state entities or diplomatic representations, as well as in controlled, direct Or indirectly, by the public power or in international public organizations; (2) a political party, its member, employee, agent or other person acting for or on behalf of the political party; Or (3) candidate for political or elective office.

Whistleblower Channel: communication channel to denounce practices or situations that do not conform to the internal rules of Arteris, such as the Code of Conduct and other policies of Arteris, as well as the legislation applicable to Arteris. The information received by the Whistleblower Channel will be treated with confidentiality and the denunciation may be carried out anonymously.

Due diligence: Procedure of analysis of information and documents with predetermined objective of knowing the Third one with which the Company intends to relate and to interact.

Brazilian Anticorruption Law: Federal Law No. 12,846 of August 1, 2013, which provides for administrative and civil liability of legal persons for the practice of acts against the public administration, national or foreign, and other measures.

Anti-Corruption Legislation: Includes all anti-corruption legislation, including, but not limited to, the Brazilian Anti-Corruption Law, its regulatory decree (Federal Decree No. 8,420 / 2015), the Penal Code, the Administrative Improbability Act (Federal Law No. 8.429 / 92) And the Bidding Law (Federal Law No. 8.666 / 93).

Sponsorship: the act of offering any form of support to an event, activity, person or organization, financially or otherwise, including but not limited to the provision of products or services.

Public Sector: a set of administrative bodies and individuals (both physical and juridical), which the law assigns competence for the direct and indirect administrative function of any of the powers of the Union, the states, the Federal District and the municipalities. Examples of bodies that constitute the Public Sector: Senate, Legislative Chambers and Assemblies, Public and Mixed Economy Banks, Judiciary branches, etc.

Third Party: Any client, representative and / or contractor of Arteris, including but not limited to: partners, consulting firms, brokers, law firms and / or any other service provider or supplier of goods, regardless of written agreement or do not.

Unwarranted Advantage: The term Unfair advantage should be understood broadly, not only taking into account the material or economic value of the advantage, but also any other benefit that the person has had or may have in the future, for himself or for third parties, direct or indirectly. Undue advantage includes, but is not limited to, cash or equivalent, gifts, entertainment, travel expenses and / or payment of personal expenses, accommodation, food, services, insider information and / or any other tangible or intangible benefit.



A vida em movimento

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