

**Permanent
Regulation**

Subject: Anti-Corruption Policy	
Regulation Code: NAD-41	
Release date: 9/1/2015	Last revision: 10/28/2015
Responsible area: CGJ – Legal and Compliance Department	

Summary: To establish anti-corruption principles in the relationship between the Organization and the Public Administration officers by following guidelines set forth in Law # 12.846/13 (Anti-Corruption Act) and other applicable regulations.

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1. PURPOSE

To establish anti-corruption principles in the relationship between the Organization and Public Administration officers by following guidelines set forth in Law # 12.846/13 (Anti-corruption Act) and other applicable regulations.

2. SCOPE

This regulation is applicable to the whole Organization, its subsidiaries, Senior Managers, and employees and, as far as it is applicable, to customers, suppliers, service providers, and any other individual or legal entities that work together with the Organization in the commercial, administrative or legal field before the Public Administration.

This policy shall be applied together with this Organization's Code of Ethics and Conduct as well as its Policies for Receiving and Dealing with Denouncements and the Fighting Tort, Corporate Governance, Social Responsibility, Internal Control, Risk Management, and Ombudsman.

3. CONCEPTS

3.1. Compliance

To adhere and meet the legislation and other applicable regulations, in accordance with the Organization's Integrity Program.

3.2. Integrity Program

Set of measures established by the Organization in order to ensure the integrity of its activities and to meet the requirements of Law 12,846/13.

3.3. Corruption

Tort by an individual or legal entity for personal or someone else's benefit, including:

3.3.1. Bribery

Type of corruption consisting of offering or receiving benefits, goods or money in exchange for improper favorable treatment.

3.3.2. Money Laundering

Type of corruption consisting of financial and business crimes conducted in order to transform criminally derived assets, services or money linked to torts into legitimate assets, by making them appear to have derived from a lawful source.

3.3.3. Fraud

Type of corruption consisting of a deception or a simulation practiced in order to induce another to pay or part with something.

3.4. Public Administration

All public bodies related to federal, state, municipal or national power or foreign entities, including independent ones (United Nations - UN, the World Bank etc.), as well as governmental entities associated with the indirect Public Administration, such as self-managed entities, public foundations, public schools and universities, public research institutes, public hospitals, public companies, mixed-capital companies, and regulatory agencies.

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3.5. Public Officials

All employees and leaders of the Public Administration, including any person working on behalf of Public Administration.

3.6. Senior Management

Board of Directors and Executive Board of the Organization.

4. DESCRIPTION OF PROCEDURES AND RESPONSIBILITIES

4.1. PRINCIPLES

The Organization repudiates every act of corruption and adopts, by means of its Integrity program, all measures required to avoid them and to ensure compliance with its activities, under the Anti-corruption Law, before the Public Administration, including:

- Direct or indirect promise, offer or delivery of improper benefits to Public Officials or third party related to them;
- Financing, funding, sponsorship or any other allowance for unlawful acts of corruption, including bribery, fraud and money laundering;
- Use of individual or legal entity (fronting company) to perform an act of corruption in order to conceal or dissimulate the real interests and benefits or the Organization's identity or the identity of a person in the Organization;
- Prejudice to procedures or contracts derived from public tenders, which impact on their competitive nature, especially upon the offer of improper benefits to the bidder's representative;
- Fraudulent acquisition of advantages or benefits through contracts executed with the Public Administration, operating licenses, permits etc.;
- Lack of cooperation, hampering or any other improper intervention in the conduction of investigation or inspection activities due to a corruption report in order to obstruct the access to information or people.

The Organization requires all its managers, employees and representatives to fully comply with, defend and disseminate applicable anti-corruption practices, being forbidden to (directly or indirectly) give, promise, perform, authorize, provide or receive any improper benefit, payments or gifts from or to Public officials with the purpose of influencing or compensating any act or decision of such person for personal or organizational benefits.

The Senior Management shall apply all measures needed to enforce upright conduct in the Organization, reaffirm the ethical commitment and ensure that the principles established herein, being responsible for their effectiveness.

Anti-corruption principles and attitudes shall not be restricted to a corporate level, but everyone who works in the Organization is responsible, as citizens, to disseminate such principles and good deeds, especially to the next generations.

The Organization does not make any donations to the Public Administration, in order to avoid any misinterpretations or questioning regarding its integrity before the authorities.

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This policy equally applies to all third parties (individuals and legal entities) that work for the Organization, which will only hire service providers, suppliers, consultants or any other third parties that are committed to this policy and its principles. Whenever necessary, the Organization will verify their background, require certificates of standing or perform audits.

4.2. Obligations, Violations and Penalties

The Managers of the Organization and its employees must be aware of, comply with, and disseminate the content of this Policy and other related regulations, specially the Code of Ethics and Conduct of the Organization, to which they adhere at the moment they were hired. All employees must undergo the Organization's anti-corruption training whenever required. In the event of non-participation, they must present a justification and then undergo such training as soon as possible.

All employees must inspect and inform the Organization about any violation or suspected violation of this Policy, the Anti-corruption Law and the Code of Ethics and Conduct. All employees and Organization Senior Managers are obliged to cooperate in the investigations conducted by the Legal Compliance and the Internal Audit areas, in the event of a corruption report, under penalty of responsibility pursuant to the Anti-corruption Act # 12,846/13.

No employee shall be punished for delay or business loss resulting from their refusal to commit acts of corruption.

The Organization shall protect the confidentiality of any report, to the extent of the applicable legislation or legal dispositions.

The Organization shall not tolerate any kind of retaliation against someone who made a complaint in good faith. The responsible for the retaliation shall be subject to disciplinary penalties by the Organization.

In the event of an act of corruption by an employee within the Organization, he/she shall be subject to, besides the legal penalties, disciplinary actions including, ultimately, the termination of the employment contract with cause, besides applicable criminal measures.

When it comes to individuals or legal entities hired by the Organization (suppliers, consultants, service providers, commercial representatives, arrangers and others) to work on its behalf or in its favor, which may be investigated or convicted of act of corruption, the applicable contract will be terminated immediately for good cause, without prejudice to legal and contractual penalties.

4.3. Structure and Responsibilities

It refers to the anti-corruption and corporate integrity structure of the Organization together with all its executive levels:

- Legal Compliance;
- Legal and Compliance Department
- Ombudsman;
- Executive Board and Chairmanship;
- Board of Directors.

The Legal Compliance Area, associated with the Legal Affairs and Legal Compliance Management, with direct report to the Organization's Chairmanship, is responsible for establishing and ensuring compliance with the

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Integrity Program. It shall receive, analyze and give opinion and guidance on points of contact with members of the Public Administration by the Organization and the people subject to this Policy.

The Integrity Program is made up by the following instruments:

- Code of Ethics and Conduct;
- Anti-Corruption Policy;
- Integrity Textbook (for employees training);
- Supplier Guide of Conduct;
- Integrity and Anti-corruption guidebook.

The Executive Board is responsible for the guidelines of the anti-corruption system of the Organization. The Risk Management and Audit Committee is constantly following up such guidelines.

Denouncements regarding violation of the Anti-corruption Act # 12,846/13 shall be received by the Ombudsman and sent to the Legal Compliance Area, which will, when an investigation is required, perform it by means of an Internal Audit, according to the Ombudsman Policy and, as far as it is applicable, the Policy for Receiving and Dealing With Denouncements and the Fighting Torts. The results of the investigation shall be sent to the Executive Board for considerations.

The Executive Board is responsible for the decision-making process based on the investigations and guidance reported by the Legal Compliance Area so as to ensure the sustainability and governance of the Organization's relationships. The Board of Directors is responsible for decisions directly related to Executive Officers.

The Legal Compliance Area is responsible for the Integrity Program and for the guidance/inspection of all contacts with the Public Bodies, especially of the destination of any money or assets through sponsorships or partnerships with the Public Administration, when it is allowed by the other internal policies of the Organization.

The hiring of companies enrolled with the National Registry of Ineligible and Suspended Companies – CEIS, National Registry of Punished Companies – CNEP or Registry of the Suspended Non-Profit Private Entities – CEPIM is prohibited.

The Supply Area is responsible for monitoring of activities of Organization's suppliers, to meet the requirements of integrity, reporting back to the Legal Compliance Area any of their activity that might conflict with this Policy or with the Code of Ethics and Conduct.

The Organization Legal Area, with the support of the Legal Compliance Area and approval of the Chairmanship, is held responsible for the formal forwarding and process following up do corruption denouncements to the competent authorities so that appropriate legal action is taken.

The Legal Compliance Area, within the scope of the Integrity Program, is responsible to define the parameters and contents for employee training for fighting corruption, as well as by the awareness campaign related to the theme, which should be constantly improved, considering the situations the Organization is eventually submitted.

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At the end of each semester, Company's Legal and Legal Compliance Areas must account for its activity to the Audit and Risk Management Committee.

4.4. Contact Channels

Denunciations related to corruption acts involving the Organization must be referred to the Ombudsman through the following channels:

Email: Ouvidoria@duratex.com.br

Internet: Electronic form at www.duratex.com.br

Letter: Av. Paulista, 1.938, 9º andar, Bela Vista, São Paulo/SP, Brasil, CEP 01310-942

A/C Ouvidoria

Electronic service (Mail Box): 0800 55 75 77

In all contact channels available, the requester may identify him/herself or remain anonymous. Secrecy and confidentiality are guaranteed. Eventually, he/she may request personal assistance, to be held in a reserved place.

The Organization also makes available the following channels directly to the Legal Compliance Area to perform consultations or guidance in case of doubts about acts made before Public Administration:

Email: Compliance.Legal@duratex.com.br

Letter: Av. Paulista, 1.938, 8º andar, Bela Vista, São Paulo/SP, Brasil, CEP 01310-942

A/C Compliance Legal – CLG

Telephone: +55 11 3179 7200

5. REFERENCE DOCUMENTS

[NAD-27 Código de Ética e Conduta Duratex S.A.](#)

[NAD-26 Política de Ouvidoria](#)

[NAD-36 Política para Recepção e Tratamento de Denúncias e Combate a Atos Ilícitos](#)

[NAD-9 Política de Governança Corporativa](#)

[NAD-12 Política de Responsabilidade Social](#)

[NAD-37 Política de Controles Internos](#)

[NAD-11 Política de Gestão de Riscos](#)

“Somos Assim” Program

Anti-Corruption Act # 12.846, of August 1st, 2013,

Decree # 8,420, of March 18th, 2015

Ordinances # 909 and 910, of the Government Accountability Office, of April 7th, 2015

Normative Instructions of the Government Accountability Office # 01/2015 and 02/2015, of April 7th, 2015

United Nations Global Compact

Business Pact for Integrity and Against Corruption from Ethos Institute.

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6. ANNEXES

N/A