



# GIFTS AND ENTERTAINMENT POLICY



**Constellation.**

## Message from our CEO

Dear collaborators,

We treat ethics, integrity and sustainable development as the basis of our way of doing business. These pillars are present in our values, Code of Ethics and Conduct and in the Integrated Management Policy, in order to convey to our employees, partners, suppliers, clients and regulators what Constellation expects from each of them.

The Oil and Gas market is a complex market, with high participation of local governments, presence of regulators, emissions of Licenses and Authorizations and that tends to turn the economy on a high scale. Hence the importance of maintaining the highest standards of ethics and integrity in all our activities and of reinforcing our commitment to compliance with laws and regulations.

We consider ethical behavior, above a legal obligation, an essential pillar to guide our conduct, ensure market efficiency and sustainability, and free competition.

The preparation and review of the Anti-Corruption and Gifts & Entertainment Policies are measures adopted by Constellation to strengthen the ethical environment in our business and among stakeholders that relate to Constellation and are fully integrated with our Code of Ethics and Conduct, expressing the values and behaviors expected in our interactions with the public, private and third sector.

Therefore, in order to encourage the continued growth of our company and the segment as a whole, we expect everyone to read, understand and comply with the Code and Policy rules and other terms associated with them.

Sincerely,



CEO

Constellation

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## I. Purpose

To establish the guidelines for the delivery, offering, promise and receipt of gifts, entertainment, travel and other hospitality by the employees of Constellation, and other subsidiaries and companies under its control ("Constellation" or "Company") or third parties acting in the interest or benefit of Constellation. This policy should be read and interpreted in conjunction with Company's Code of Ethics and Conduct and Anti-Corruption Policy.

## II. Scope

This Policy applies to all Constellation employees and all third parties acting in the interest or benefit of Constellation.

## III. Definitions

The defined terms when they do not have their meaning established in this Policy have the same meaning established in the Anti-Corruption Policy of the Company.

"Public Official" means (a) an officer or employee of a Governmental Authority, whether appointed or elected, an officer or employee of a public international organization (e.g., the World Bank, the United Nations) or any person acting in an official capacity or exercising a public function for or on behalf of any Governmental Authority, or for or on behalf of any such public international organization, even if on a temporary basis or without remuneration; or (b) any political party, party official, or candidate for political office. Public Official also means officers, employees, representatives, or agents of any entity owned or controlled directly or indirectly by the state, such as state oil companies like Petrobras.

“Third Party” means any individual (other than Company Personnel) or entity engaged to provide goods or services to or on behalf of the Company, including attorneys, accountants, lobbyists, agents, consultants, brokers, advisors, and other persons who the Company has used or is using in the conduct of its business.

## **IV. General Rules**

- 1) Even if requested by a superior, the Employee or Third Party shall not engage in any conduct in violation of the provisions of this Policy or the Anti-Corruption Policy. Exceptions to the provisions of this Policy will only be permitted upon prior written authorization from the Compliance Department.
- 2) All gifts, presents and entertainment, whether offered or received, must be reported to the Compliance Department before they are offered or received, but it is acceptable for occurrences within the limit to be reported after the fact, provided they are done in good time.
- 3) Gifts, presents and entertainment received without value information must be reported to the Compliance Department with an estimate and information on possible extravagance.
- 4) Gifts and presents received without proper authorization must be: (i) returned, (ii) donated, (iii) raffled or (iv) disposed of, following this order of priority and taking into account the cost and feasibility of each action, which must be assessed by the Compliance Department.
- 5) Even if culturally the other party offers to foot the bill, it is recommended that everyone pays for their own meal or entertainment.

6) The following rules must be observed when any Employee or Third Party offers, promises or receives gifts, entertainment, travel or other hospitality:

## Gifts and Presents

- a) Gifts should be interpreted as promotional items that contain Company's logo. Examples of gifts: pen drives, t-shirts, calendars, pens, key chains, chocolates, notepads, backpacks, glasses, among others.
- b) In the case of a Public Official, the amount may not exceed the amount of R\$100.00 (one hundred Reais) per event or its equivalent in US Dollars, both to be offered and received, limited to 2 events per year.
- c) For private parties, the value of the gift offered or received may not exceed the amount of US\$100.00 (one hundred US Dollars) per event, limited to 2 events per year, or its equivalent in local currency, per person.
- d) No Gift should be given in cash or cash equivalent (such as gift card with monetary credit).
- e) To give several gifts for a single person in the course of a year should be avoided, unless they are delivered at one time, as well as in the composition of a promotional kit with Company's logo, which do not exceed the limit set forth above.
- f) Gifts must be given transparently, so that the supervisors of a Public Official can verify that the gift was offered with the Company logo and which do not exceed the limit established above.
- g) Attention must also be paid to the limits, prohibitions and customs established in each jurisdiction. In this regard, in case of doubt, the Compliance Department should be consulted.

## Meals and Entertainment

- a) Meals and Entertainment include invitation to breakfasts, lunches, dinners, parties, presentations, cocktails and other events of the genre.
- b) All Meals and Entertainment offered by the Company shall be intended to provide commercial and legitimate discussions.
- c) The amount may not exceed the amount of R\$100.00 (one hundred reais) per event or its equivalent in US Dollars, per Public Official, both to be offered and received, limited to 2 events per year.
- d) For private parties, the value of the meals or entertainment offered or received may not exceed the amount of US\$100.00 (one hundred US Dollars) per event, limited to 2 events per year, or its equivalent in local currency, per person.
- e) Attention must also be paid to the limits, prohibitions and customs established in each jurisdiction. In this regard, in case of doubt, the Compliance Department should be consulted.
- f) The company may invite or pay for meals and receptions, provided that:
  - i. company personnel are present for the meal or reception;
  - ii. the meal or reception is permissible under local law and regulations;
  - iii. the venue is not inappropriate or disrespectful.

## Travels

- a) Constellation may only pay travel expenses (transportation, lodging and meals) to Public Officials when previously approved by the Compliance Department and when the trip and its costs are directly related to:
  - i. permissible under local law and regulations;
  - ii. reasonable in amount and not extravagant according to the limits established in this policy;
  - iii. promotion, demonstration or presentation of Constellation products or services; or
  - iv. signature or performance of contract when specifically expressed in the contract itself, in the contract negotiations or otherwise agreed in writing between the parties.
- b) The reimbursement of cash expenses directly to the Public Official is expressly forbidden. The Public Official may not receive any remuneration from Constellation for travel or participation in any event.
  - i. relatives and friends of Public Officials may not be invited to travel. If a relative or friend accompanies the Public Official on the trip, Constellation will not bear any expenses of this relative or friend.
- c) In determining that travel is “reasonable in amount,” Company Personnel should seek airfare that is the least expensive with the minimum number of stops (no more than 2 stops). The location and duration of the event should determine which airport to fly into and the



maximum length of stay. First-class airfare is presumptively unreasonable. Reasonable and not extravagant local transportation and business class lodging may be provided. As some national or local applicable Anti-Corruption Laws may have stricter requirements for the acceptance of those payments, it is important to consult the Compliance Department before approving or incurring any such expenses.

## Permissions and Records

In the event that the total expenditure on Gifts, Entertainment or Meals may exceed the amount established in this Policy, or by local law or regulation, or if the individual expense with such items may, in Employee's opinion, exceed the limit of "reasonableness", or in any cases of travel and accommodation expenses, the Employee shall:

- a) Complete the "Authorization Form" in Annex I; and
- b) Obtain prior authorization from the Compliance Department for the expense.

The Employee must keep the complete expense record, including the name and position of the beneficiaries, the description and value of the expenses (including all receipts or invoices), and the cost ratio. In any circumstance , such expense shall be directly paid to the service provider, not to the beneficiary.

## V. Accounting Records

All expenses incurred related to Gifts, Entertainment, Travel, Meals or any other hospitality must be recorded and posted in a sufficiently detailed and complete manner in the accounting records of Constellation. The accounting area shall ensure that the record shall include the expense incurred, the recipient, the value and the business purpose of the act.

## VI. Penalties

Expenses related to this Policy that require prior approval from the Compliance Department will not be reimbursed if they are not pre-approved.

Violations of this Policy may result in the termination of the employment contract and may also give rise to legal liability.

## ANNEX – 1

### AUTHORIZATION FORM

#### A. CONSTELLATION EMPLOYEE (S) INFORMATION (S):

Name (s): \_\_\_\_\_ Job Title(s): \_\_\_\_\_  
 Dept(s)/Unit(s) \_\_\_\_\_  
 Name (s): \_\_\_\_\_ Job Title(s): \_\_\_\_\_  
 Dept(s)/Unit(s) \_\_\_\_\_  
 Name (s): \_\_\_\_\_ Job Title(s): \_\_\_\_\_  
 Dept(s)/Unit(s) \_\_\_\_\_  
 Name (s): \_\_\_\_\_ Job Title(s): \_\_\_\_\_  
 Dept(s)/Unit(s) \_\_\_\_\_

Mark with an "X" if the employee(s) is(are): the proposer (\_\_\_\_) or the beneficiary (\_\_\_\_).

#### B. THIRD PARTY(IES) INFORMATION:

(List names, positions, and company name for all third parties (proposers or beneficiaries) of this request).

Name (s): \_\_\_\_\_ Job Title(s): \_\_\_\_\_  
 Company(s) \_\_\_\_\_  
 Name (s): \_\_\_\_\_ Job Title(s): \_\_\_\_\_  
 Company(s) \_\_\_\_\_  
 Name (s): \_\_\_\_\_ Job Title(s): \_\_\_\_\_  
 Company(s) \_\_\_\_\_  
 Name (s): \_\_\_\_\_ Job Title(s): \_\_\_\_\_  
 Company(s) \_\_\_\_\_

Expected Occurrence Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

#### C. NATURE AND AMOUNT OF OCCURRENCE:

Description	Business Justification	Value per Person (inform the currency)	Total

## D. ADDITIONAL INFORMATION:

a) Will the amounts regarding the gift, meal, entertainment, travel or other hospitality ("Gifts") be delivery directly to the:

- ☐ Service Provider (e.g: Restaurant; Store; Airline Companies; Hotel etc)  
☐ Beneficiary (Individual or Legal Entity who will receive the "Gift")?

If the beneficiary, explain why the amounts are not paid directly to the service provider):

\_\_\_\_\_  
 \_\_\_\_\_

b) The third party:

- ☐ has a current contract with the Company  
☐ is in the process of negotiating a contract  
☐ Other \_\_\_\_\_

c) From your perspective, would the gift, meal, entertainment, travel or other hospitality ("Gifts") be able to influence your ability to make impartial decisions involving the beneficiary?

- ☐ Yes  
☐ No

d) Is there an expectation by the beneficiary that something be granted in exchange for the acceptance of the gift, meal, entertainment, travel or other hospitality ("Gifts")?

- ☐ Yes  
☐ No

e) Would you feel uncomfortable telling the fact to your colleagues, superiors, family members, the press, other employees, third parties or customers of the Company who received or granted this gift, meal, entertainment, travel or other hospitality ("Gifts")?

- ☐ Yes  
☐ No

Requestor's Name: \_\_\_\_\_

Requestor's Title: \_\_\_\_\_

Manager's Name: \_\_\_\_\_

Manager's Title: \_\_\_\_\_

\_\_\_\_\_

Requestor's Signature

\_\_\_\_/\_\_\_\_/\_\_\_\_

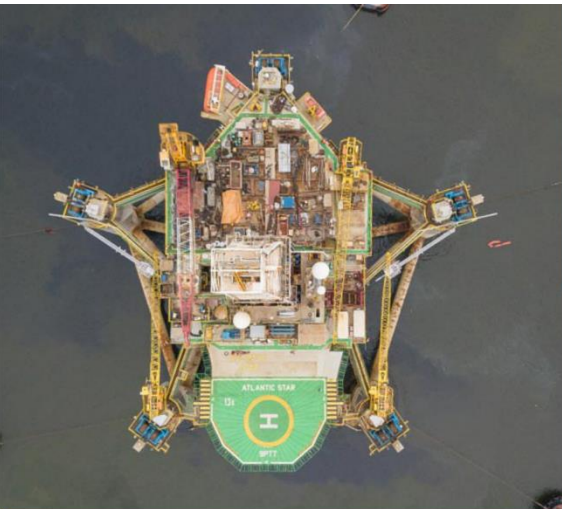
Date

\_\_\_\_\_

Manager's Signature

\_\_\_\_/\_\_\_\_/\_\_\_\_

Date



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