

Novonor S.A.

Compliance System Policy

< Version 2 >



NOVONOR

Summary

Our
compliance system 3



How
we prevent 7



How
we detect 17

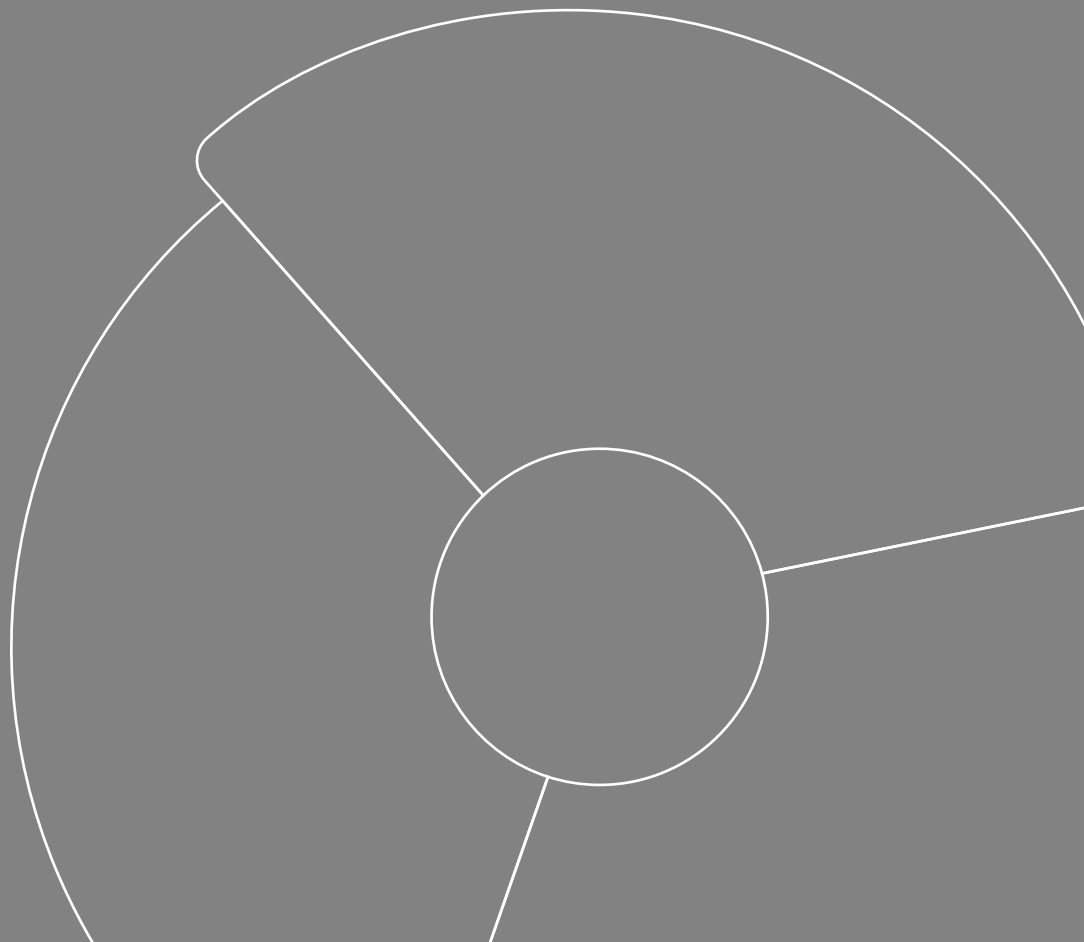


How we
remediate 21





Our compliance system





As a matter of conviction, we are committed to acting ethically, with integrity and transparency and have adopted a system of compliance inspired by the world's best practices and respect for the law.

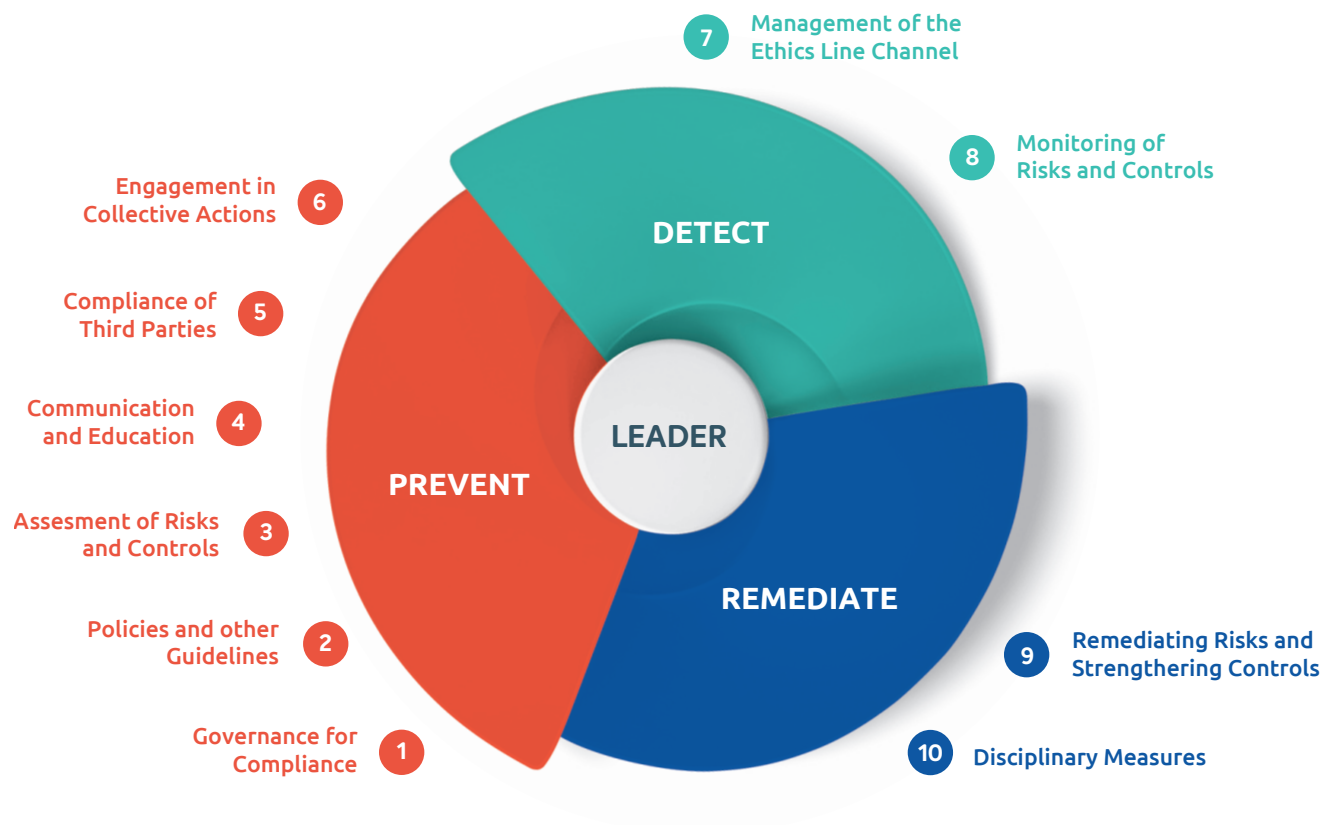


Our compliance system, supported by our corporate culture, protects Novonor’s reputation, manages risks and reinforces the trust of our clients, team members, investors and other stakeholders.

Our system consists of 3 pillars of prevention, detection and remediation of risks and misconduct. These pillars unfold into 10 integrated measures for the promotion of an organizational culture that supports the “Code of Conduct - Our commitment to acting ethically, with integrity and transparency” (“Code of Conduct”).

This commitment is everyone’s responsibility, especially the leaders who have a central role in the implementation and practice of our system.

Our compliance system is an organic structure, with 10 interdependent measures.



OUR COMMITMENT

learn more about the subject in the “Code of Conduct - Commitment to acting ethically with integrity and transparency.

ACTING ETHICALLY, WITH INTEGRITY AND TRANSPARENCY IS ESSENTIAL FOR NOVONOR’S SURVIVAL, GROWTH AND PERPETUITY.

Our compliance system

ETHICS

A system of moral principles that guides us for the good of people and society;

INTEGRITY

Character, quality of an honest, incorruptible person whose acts and attitudes are irreproachable;

TRANSPARENCY

conducting business without hidden agendas, and regularly providing accurate and comprehensive information to stakeholders;

STAKEHOLDERS

clients, shareholders, team members, users, partners, creditors, suppliers, external partners, service providers, surrounding communities, authorities, media, opinion makers, business leaders, class entities, NGOs, governments and regulatory and financing agents that may affect or be affected by NOVONOR's activities, objectives or policies and its business.

It works effectively when there is harmony and connection between its pillars and when implemented jointly and in an integrated way with other Novonor policies.

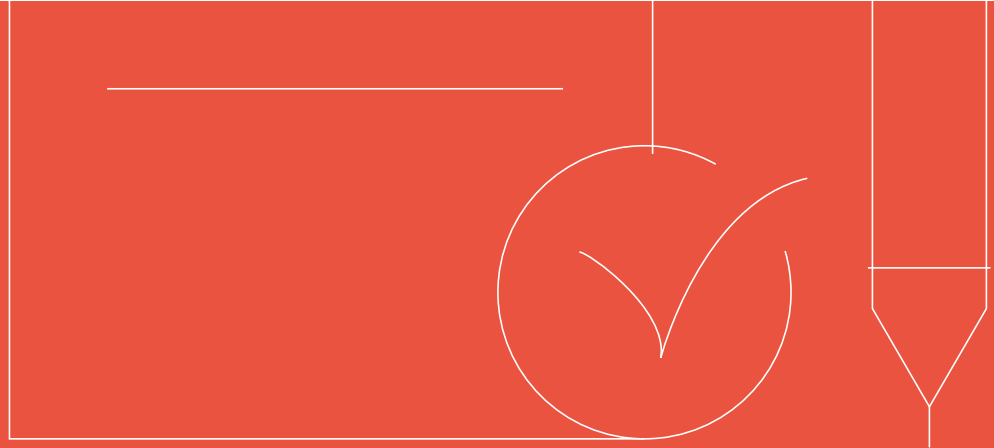
We seek legitimate, sustainable and trustworthy relationships with different audiences, based on our culture and Code of Conduct. More important than the science of this culture is an effective practice by all our team members in conducting day-to-day activities and doing business.

We comply with our policies and guidelines, act in accordance with the Code of Conduct and in alignment with our compliance system, which is constantly maturing and evolving.

WE RELY ON EACH OF OUR TEAM MEMBERS TO UNDERSTAND, OBSERVE, FOLLOW AND DISSEMINATE THE 10 MEASURES OF RISK DETECTION, PREVENTION AND REMEDIATION PRESENT IN OUR COMPLIANCE SYSTEM.

Our leaders, supported by the compliance teams, play a key role. The example, involvement and unrestricted support of the leaders – in speech and action – are essential to ensure that there are effective formal processes that adhere to Novonor's identity. Thus, proper guidance is practiced at all levels.

Our success depends on the attitude of each and every one of our team members. We practice our system of compliance by conviction.



How we prevent

1	Governance for Compliance	9
2	Policies and other Guidance	11
3	Assesment of Risks and Controls	12
4	Communication and Education	13
5	Compliance of Third Parties	14
6	Engagement in Collective Actions	15

Prevention is better and less costly than remediation. Therefore, the attention of our leaders, investments and other resources must be primarily directed to prevention measures.



The prevention pillar of our compliance system consists of 6 measures, detailed below.

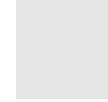
1. Governance for Compliance

Governance is the management system, including communication and processes, through which Novonor is directed and monitored, and involves the relationship between shareholders, the Board of Directors (“BD-NOVONOR”), management, inspection and control bodies and other interested parties. This management system aims at disseminating our basic principles, aligning corporate interests and being accountable for its performance.

At Novonor, Governance for Compliance begins at BD-NOVONOR and extends to all of our team members.

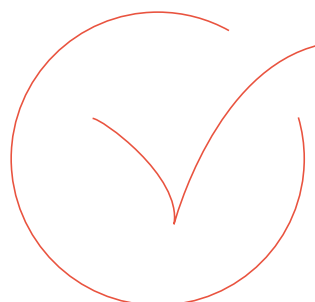
Permanent support and leadership commitment to good conduct are indispensable conditions for fostering a culture of ethics, integrity and transparency and observing the laws, which must be reinforced and implemented in all areas of the company.

BY ACTING WITH ETHICS, INTEGRITY AND TRANSPARENCY, THE LEADERSHIP INSPIRES OTHER TEAM MEMBERS TO ACT IN ACCORDANCE WITH THESE SAME PRINCIPLES, FORMING THE BASIS OF AN EFFECTIVE COMPLIANCE SYSTEM.

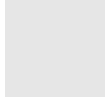
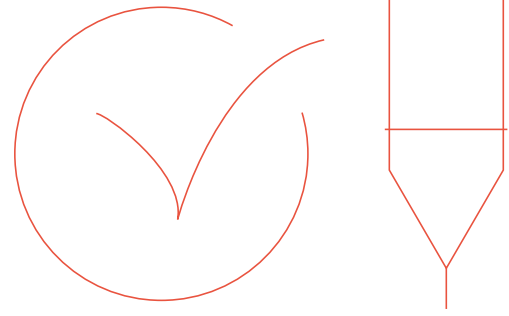


GOVERNANCE AGENTS

shareholders, BD-NOVONOR and its advisory committees, DP-NOVONOR and its team, control bodies and other stakeholders. They are responsible for ensuring that all of Novonor complies with its principles and values, reflected in our policies and other guidelines, and with the laws and regulatory provisions to which we are subject.

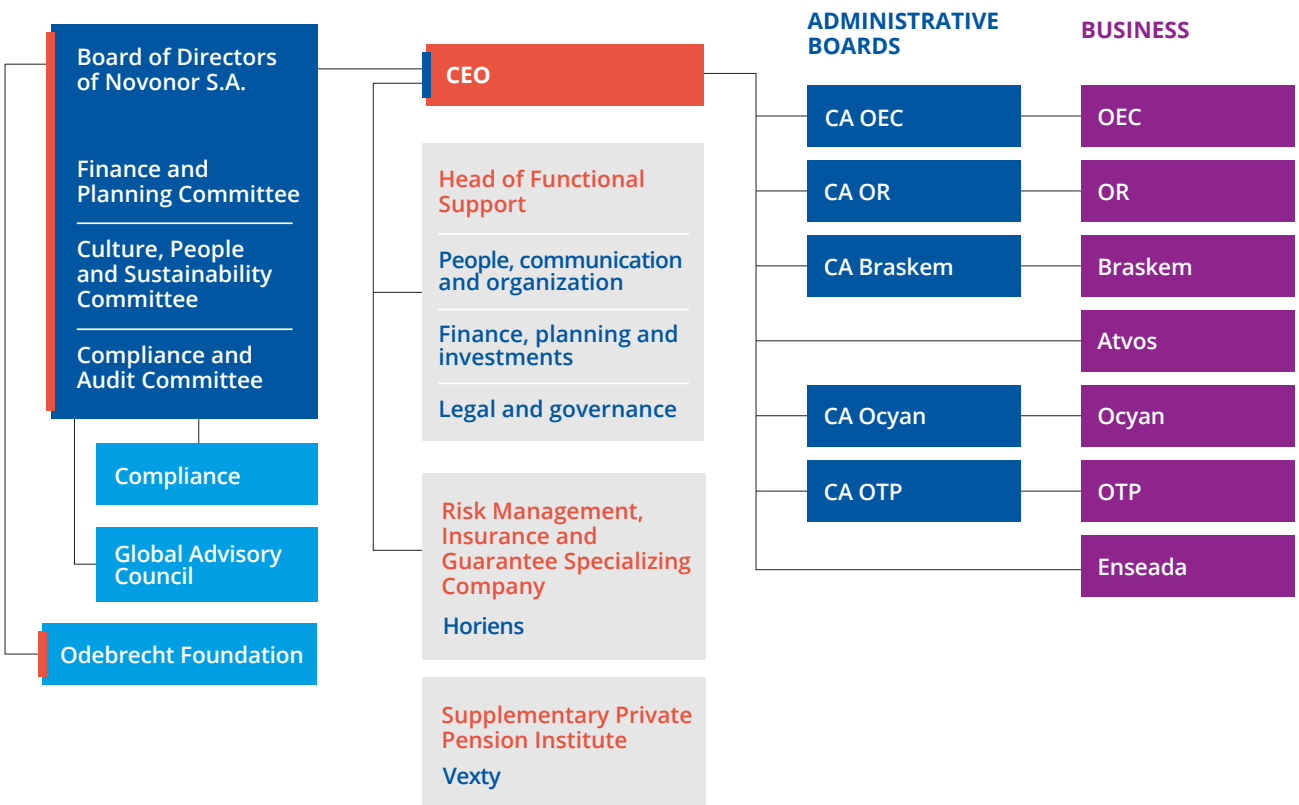


How we prevent



Our Governance for Compliance is structured as follows:

Novonor S.A.*



*referring to June 2020

We ensure the independence, autonomy and impartiality of the compliance function through its relationship and reporting to the BD-NOVONOR. The Chief Compliance Officer (“the CCO”), led directly by the coordinator of the Compliance and Audit Committee (“CAC-NOVONOR”), has the necessary skills for his or her duties and access to adequate and sufficient resources for the development of his or her work. The CAC-NOVONOR, in turn, has the support of the Ethics Committee in all matters involving violations of the Code of Conduct.

Although with independence, the CCO works in constant partnership with the other Novonor leaders to ensure the effective practice of our compliance system by all team members of the company.

2. Policies and other guidance

PROPERLY PLANNED, STRUCTURED, COMMUNICATED AND PRACTICED POLICIES AND OTHER GUIDANCE ARE ESSENTIAL TO THE EFFECTIVENESS OF OUR COMPLIANCE SYSTEM.

Our guidance documents describe, record and disclose decisions, norms, business guidance and their limits of action in order to legitimately direct, track and apply the work and activities performed by Novonor team members. These documents guide the expected behaviors and are tools to support the dialogue process and the planned delegation between leaders and their team members, which is the main axis of communication at Novonor.

Our policies and other guidelines are documented, communicated and reinforced by leaders to ensure their science and practice by all persons impacted by the issues covered. They are living instruments and, therefore, are periodically reviewed so that they are always updated to reflect the company’s objectives, observing the best market practices.

FOR THE PERFORMANCE OF ITS ACTIVITIES, THE CCO HAS ACCESS TO THE FOLLOWING RESOURCES

Dedicated team to develop compliance activities;

Sufficient budget for the formulation, implementation and maintenance of the compliance system;

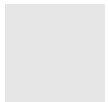
Access to all necessary team members, information, records, data, systems and facilities.

RISKS

The effect of uncertainty on the achievement of objectives, characterized by deviations from the expected, positive or negative. Risk is often expressed in terms of a combination of the consequences of an event and the associated probability of occurrence.

ASSESSMENT OF RISKS AND CONTROLS

Learn more about the topic in the "Risk Management Policy of Novonor S.A.".



Our guidelines are coordinated with each other and should be easy to understand and access, for full application in the work routine of each team member. Consistent and transparent guidelines are more effective, creating solid foundations for relationships of trust within and with other stakeholders.

3. Assessment of Risks and Controls

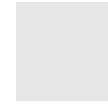
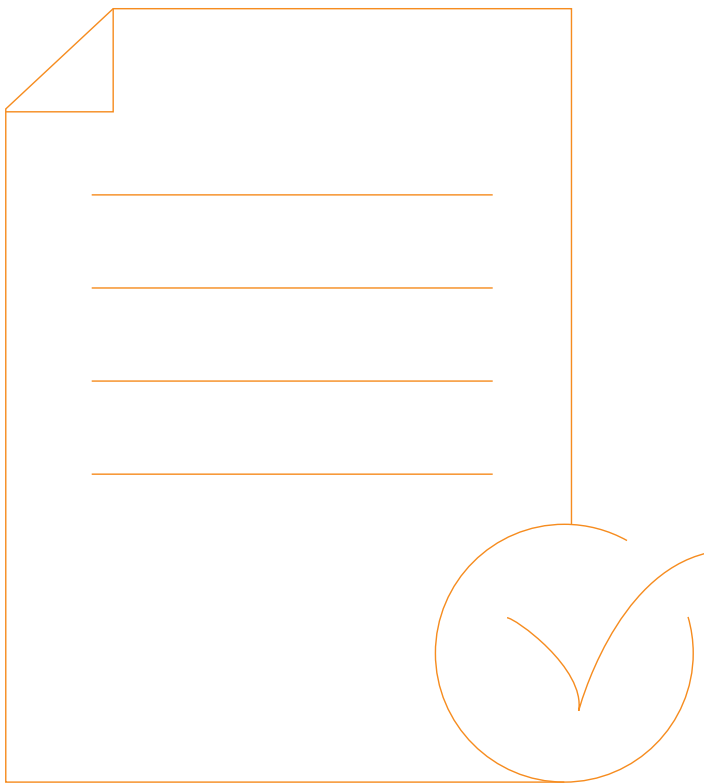
The objective of risk management is to support the fulfillment of our business activities by defining strategies and actions to mitigate the impact of potential events capable of affecting Novonor.

Our internal controls are built in the proportion required by the risks, and are evaluated continuously and consistently.

The prevention pillar of our compliance system is strengthened when, through a broad and continuous evaluation process, we identify and address the main risks to which we are exposed. We are subject to risks of the most diverse categories, such as strategic, financial, image and reputation, legal and regulatory or compliance, operational and socio-environmental, which must be properly identified, assessed and treated, always in a direct, timely and practical manner. This way, we anticipate and prevent the possible materialization of risks and their consequences.

Risks, of the most diverse natures, may result from the lack or inefficiency of policies, weaknesses in processes, conduct, procedures and internal controls or external factors.

IT IS THE ROLE OF OUR LEADERS TO ASSESS THE RISK ENVIRONMENT TO WHICH WE ARE EXPOSED, TO ADOPT PREVENTIVE AND PROACTIVE ATTITUDES IN THE IDENTIFICATION, MITIGATION AND PREVENTION OF RISKS, ENSURING THAT EACH MEMBER OF THEIR TEAM ALSO DOES SO.



EDUCATION FOR ACTING ETHICALLY, WITH INTEGRITY AND TRANSPARENCY

It should occur mainly through education through work, in the disciplined practice of the PA cycle (planning and agreement, follow-up, evaluation and judgment of the PA).

Our risk and control assessment process is structured, systemic and supported by risk management methodology and practices defined in the “Risk Management Policy of Novonor S.A.”. The effectiveness of the assesment of risks and controls process is critical to improving business performance and the effectiveness of our compliance system.

4. Communication and Education

A compliance system is effective and efficient when the policies and other guidelines (2nd measure of the compliance system) are properly communicated and contemplated in education for those impacted by the issue in question.

Our guidelines, through the most diverse media, are widely disseminated and periodically reviewed. The topics covered are transmitted in a clear, precise and comprehensible manner, without dubious messages, made available in the language of the performance and in places easily accessible to all audiences. Guidelines will not be effective if people do not know how and when to apply them.

Our education program in the compliance system is prepared on a risk-based basis, adapted to each target audience and appropriate for each area of operation.

THUS, ALL TEAM MEMBERS ARE PROPERLY TRAINED TO UNDERSTAND THE CONTENT AND PRACTICAL ASPECTS OF THE COMPLIANCE SYSTEM AND TO KEEP THE SUBJECT OF COMPLIANCE PRESENT IN THEIR DAILY LIVES.

Registration and evaluation tools are implemented to ensure the monitoring and follow-up of the implementation of the education program in the compliance system.

Additionally, our leaders are responsible for implementing actions and disseminating the guidelines, directions and knowledge to their respective teams in the best possible way.

5. Compliance of Third Parties

WE ARE RESPONSIBLE FOR ALL ACTS PERFORMED IN OUR INTEREST, BY THOSE WHO MAY ACT ON BEHALF OF NOVONOR, REGARDLESS OF THE NATURE OF THEIR RELATIONSHIP.

Our diligence with third parties is prior to the formalization of our effective relationship or contract, whether they are suppliers, service providers, clients, investors, intermediary agents and associates, among others. Risk mitigation actions are adopted and differentiated monitoring measures are implemented according to the risk profile of each third party.

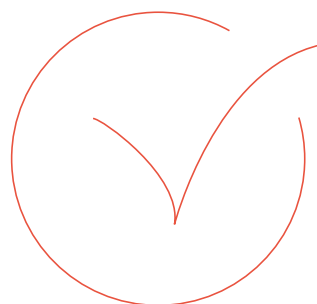
The relationship with third parties is formalized contractually and includes specific clauses on the commitment to comply with applicable laws, including anti-corruption laws. Based on your risk classification, it may be necessary to define a communication

and awareness plan for the third party about our commitment to acting ethically, with integrity and transparency, ensuring that the content is properly understood and practiced by its leaders and other employees.

Our third party base is kept up to date and is periodically evaluated according to its exposure to risks, considering the corporate structure, activity, business performance, origin and nature of its resources, among other aspects to be evaluated.

6. Engagement in collective actions

WE BELIEVE THAT FOR A FAIR AND COMPETITIVE BUSINESS ENVIRONMENT, THE PRODUCTIVE PRIVATE SECTOR AND GOVERNMENTAL, POLITICAL AND ADMINISTRATIVE BODIES MUST ACT SIMULTANEOUSLY AND SYNERGISTICALLY, BASED ON THE SAME VALUES, INCLUDING ACTIONS TO PROMOTE THE FIGHT AGAINST CORRUPTION IN THEIR SECTORS FOR THE BENEFIT OF THE BUSINESS ENVIRONMENT, THE COMPANIES THEMSELVES AND, ESPECIALLY, SOCIETY.





How we prevent

Our participation in collective actions aims at improving the structuring conditions in the markets and environments where we operate. Our leaders seek, support and engage with institutions, associations, universities and actions that have proposals for the improvement of the institutional system, for the improvement of public-private relations and for improvements in labor relations, human rights, the environment, the fight against corruption, unfair competition, among others.

Engagement in collective actions also strengthens our commitment to acting ethically, with integrity and transparency. We can share experiences, results and actions of the company, demonstrate our maturity in doing business, as well as learn and positively influence leaders of other companies and be influenced by them. This is another component to strengthen our compliance system.



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How we detect

- 7 Ethics line channel 18
- 8 Monitoring of risks and controls 19



How we detect

ETHICS LINE CHANNEL

Learn more about the subject in our guideline on "Management of the Ethics Line Channel".

HOW TO ACCESS THE ETHICS LINE CHANNEL

TOLL-FREE TELEPHONE LINE

Available 24 hours a day, 7 days a week. The system provides information on how the possible misconduct should be reported. For reports related to Novonor S.A. and its auxiliary companies, the contact number in Brazil is 0800 377 8011;

PORTAL

Reports via the Internet should be made on the portal <http://ethicsline.novonor.com>

To ensure the effectiveness of the compliance system, in addition to preventive measures, risk detection measures are also essential. These measures involve the implementation of mechanisms to detect deviations from our commitment to acting ethically, with integrity and transparency, in addition to evaluating the compliance and adequacy of our policies and other guidelines. The pillar of our compliance detection system consists of two measures, detailed below.

7. Ethics line channel

The ethics line channel aims at providing a confidential and independent means of communication to make it possible for our team members, clients, third parties or anyone else to report conduct that violates our Code of Conduct.

The protection of whistleblowers is guaranteed by the possibility of receiving anonymous reports and the prohibition of retaliation against bona fide whistleblowers. The use of the channel is also governed by rules of anonymity, secrecy, confidentiality and prevention of conflicts of interest.

The channel is widely disseminated to all audiences and can be accessed uninterruptedly through the internet portal or by toll-free phone available in all countries where we operate.

WE ENSURE THAT ALL COMPLAINTS RECEIVED ARE RECORDED, INVESTIGATED AND VERIFIED WITH INDEPENDENCE, IMPARTIALITY, METHODOLOGY, PROTOCOLS AND LEGAL SUPPORT, BY A SPECIFIC AND DEDICATED TEAM.

We provide means for the whistleblower to track the status of the registered complaint, even if it was made anonymously.

8. Monitoring of risks and controls

Monitoring of risks and controls is the continuous assessment of internal processes and controls to verify that they are adequate and effective to anticipate and mitigate risks. Through this monitoring, we identify opportunities for improvements in processes and internal controls so that their proper improvements and corrections can be implemented.

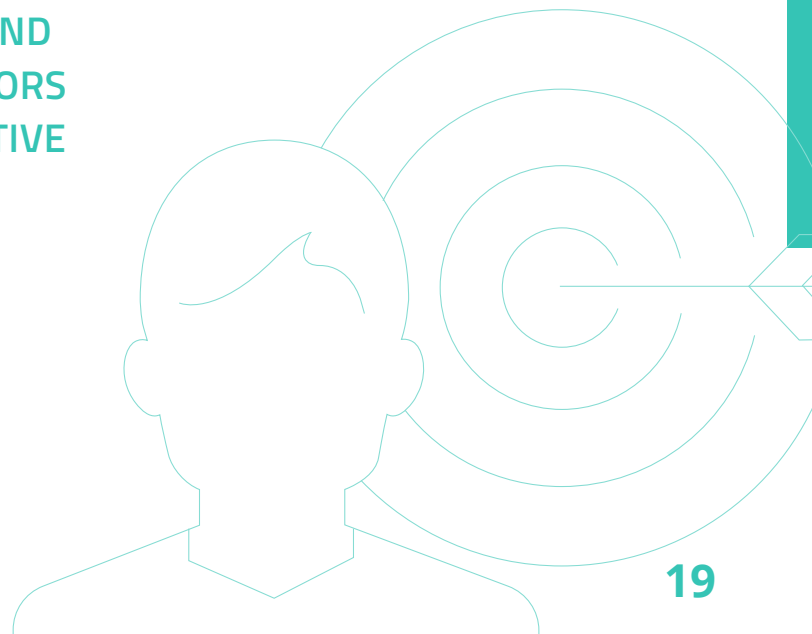
Our leaders are responsible for daily monitoring events that may generate risks, for taking the necessary risk mitigation actions and for strengthening internal controls. They are also responsible for the proper education of their teams so that all team members monitor the risks in their daily activities.

Risk managers monitor the effectiveness of processes and controls in mitigating identified risks, as well as ensure their continuous improvement and strengthening.

THE CONTINUOUS MONITORING AND EVALUATION OF RISK INDICATORS AIM AT PREVENTIVELY DETECTING PROCESS DEVIATIONS, POTENTIAL FRAUD SITUATIONS, FINANCIAL LOSSES AND TRENDS THAT MAY POINT TO ERRORS OR IRREGULARITIES FOR CORRECTIVE ACTIONS TO BE IMPLEMENTED.

CONTINUOUS ASSESSMENT OF RISK INDICATORS

Learn more about the topic and the risk management methodology in the "Risk Management Policy of Novonor S.A.".



How we detect

INTERNAL AUDIT

Learn more about the subject in the our guideline on "Internal Audit".

EXTERNAL AUDIT

Independent audit of the financial statements prepared by Novonor.

Monitoring of risks and controls is also conducted through internal auditing and external audits, based on the highest level of independence and objectivity within Novonor.

WITH INDEPENDENT INTERNAL AUDITS, WE VERIFY THAT THE PROCESSES AND CONTROLS ARE IN COMPLIANCE WITH NOVONOR POLICIES AND OTHER GUIDELINES AND WITH APPLICABLE LAWS AND THAT THEY ARE WORKING EFFECTIVELY.

With a systemic and disciplined internal audit approach, we improve our risk management, governance and internal control processes. The results of internal audits are presented to the leaders for the design and implementation of corrective and mitigating actions and reported to the CAC-NOVONOR. The CAC-NOVONOR is responsible for ensuring the independence of internal auditing, guaranteeing it free access to records, information and people of the company, as well as keeping the BD-NOVONOR" informed of the compliance with the annual Internal Audit plan.

In compliance with the applicable legal provisions, it is the main task of the independent external auditor to analyze, audit and issue an opinion on the financial statements, prepared by the company's directors, and to verify that they adequately represent, in all relevant aspects, the equity and financial position of the company. The independence of the external auditors is fundamental for them to be able to give their impartial opinion.



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How we remediate

9	Remediating risks and strengthening controls	22
10	Disciplinary measures	22

In case of noncompliance, we define the strategy to remediate the risk and to strengthen our preventive and detection measures. Depending on the nature and severity of the noncompliance, appropriate disciplinary measures are implemented. The remediation pillar of our compliance system consists of two measures, detailed below.

9. Remediating risks and strengthening controls

Once the risk has been identified, assessed and measured, we define how to deal with the remaining risk exposure situations. Risk treatment options include eliminating, reducing, sharing or accepting risks, respecting tolerance and appetite for risk, in accordance with the process defined in the "Risk Management Policy of Novonor S.A.".

Several treatment options can be considered and applied individually or in combination. Selecting the most appropriate option involves balancing the costs and efforts of its implementation and, on the other hand, the benefits arising from its action.

The treatment of risks strengthens our control environment. By developing and implementing strategies to address risk, we mature and strengthen our control environment on an ongoing basis and in alignment with our objectives, especially when new activities or achievements increase our level of risk exposure.

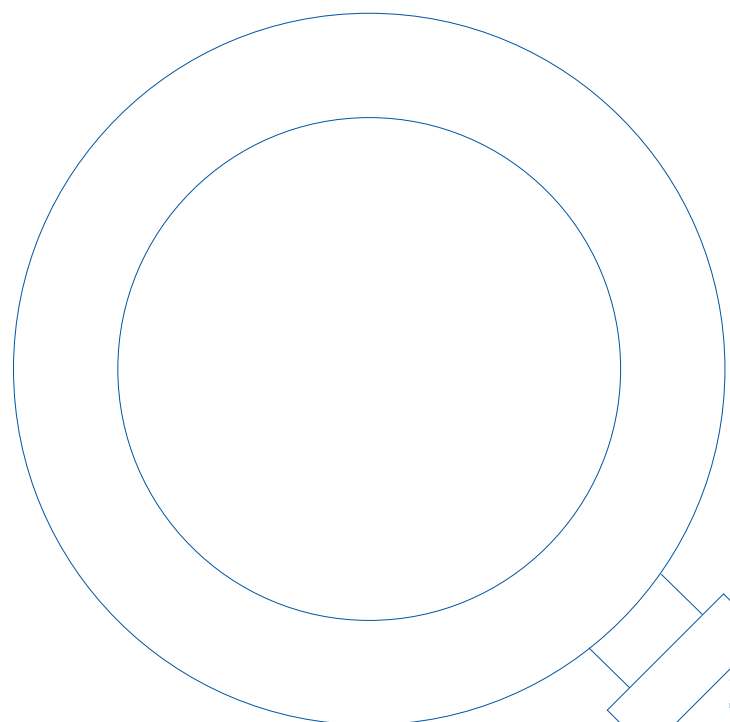
10. Disciplinary Measures

Disciplinary measures are applied as a result of noncompliance with current legislation and the company's guidelines, expressed in the Code of Conduct, our policies and other guidelines. The measures may be educational, corrective or punitive, proportional to the gravity of the act, its consequences and the degree of participation and responsibility of those involved, regardless of their roles or positions.

WHEN NONCOMPLIANCE IS IDENTIFIED, WE TAKE STEPS TO ENSURE IMMEDIATE CESSATION AND THUS APPLY THE NECESSARY DISCIPLINARY MEASURES AND ACTIONS TO MITIGATE RISKS. OUR LEADERS ARE RESPONSIBLE FOR ENSURING THAT THEIR TEAMS COMPLY WITH THE CODE OF CONDUCT AND TAKE APPROPRIATE DISCIPLINARY MEASURES.

Our Ethics Committee is responsible for assessing the outcome of investigations into complaints and for ensuring the proportionality and balance of disciplinary measures adopted, considering financial, compliance, legal and personnel aspects. Thus, the Ethics Committee ensures the maintenance of uniformity of criteria used in similar cases and the consistency of disciplinary measures.

The application of disciplinary measures is essential to strengthening our commitment to acting ethically with integrity and transparency and to our compliance system, reinforcing our non-tolerance of deviations of conduct.



< Additional >

Scope

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The Novonor S.A. Compliance System Policy applies to all of our team members, including the members of the BD-NOVONOR, as well as the team members and directors of controlled companies that do not have a board of directors.

Additionally, this policy serves as guidance for the members of the boards of directors of companies controlled by Novonor S.A., as indicated by it, so that, in alignment with the other directors, they approve and implement a policy on the compliance system that contains the principles, concepts and other guidelines defined and made explicit in this policy, while promoting the complements and other guidelines necessary to adapt to the characteristics of their respective businesses and the contributions of the other directors.

Science and certification

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All team members of Novonor S.A. and its subsidiaries that do not have a board of directors and the chairmen of boards of directors of companies controlled by Novonor S.A. must be informed of this Policy on the Compliance System within a maximum of 30 days after its approval date so that they can discuss and approve a similar policy.

This Policy will be available on the governance portal of Novonor.

General provisions

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If there are any questions on the content of the Novonor S.A. Compliance System Policy, the team member may not omit himself or herself and must seek clarification through his or her direct superior or, if necessary, through the CCO of Novonor S.A.