



ANTICORRUPTION POLICY

Labtest 



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INTRODUCTION

To strengthen the concepts present in the Code of Conduct and Ethics and reaffirm the commitment to integrity, transparency, and good compliance practices, Grupo Labtest establishes a set of specific guidelines formalized in this Anticorruption Policy. Through this Policy, the Grupo Labtest wants to ensure that during the carrying out of its activities, its collaborators and any third parties acting on their behalf will observe the highest standards of integrity, work in line with the principles and values established by the company. Thus, the terms of this document reflect and reinforce the initiatives of its Integrity Program, as well as the instruments of the Brazilian Anticorruption Law (Law 12.846/13), the North American Law Foreign Corrupt Practices Act (FCPA) and other anti-corruption laws applicable to the business of Grupo Labtest, aiming to demonstrate the commitment for the entire company to conduct business, in Brazil and abroad, with ethics and integrity.

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OBJECTIVE

Aiming to strengthen the concepts set forth in the Code of Conduct and Ethics of Grupo Labtest, the Anticorruption Policy aims to define the necessary procedures for preventing any action that may be characterized as active or passive corruption in relationships involving public or private officials, national or foreign.

This document is intended for all those who are directly or indirectly connected to Grupo Labtest, either as a

shareholder, employee, vendor, representative or partner. It is the responsibility of all, without exceptions, to know and apply the concepts and the legislation in force in any country in which Grupo Labtest owns a subsidiary, office, representation or does business.

3 GENERAL GUIDELINES

Grupo Labtest is committed to conducting all its business with ethics, integrity, transparency, and in compliance with all applicable laws. Therefore, based on its public commitment, it ensures compliance with national and foreign anti-corruption and anti-bribery laws and expects all its members and third parties to comply with the guidelines and procedures established in this Policy.

The following are the Anticorruption guidelines of Grupo Labtest:

- I. Ensure the existence of a formal and effective process to prevent and fight corruption and bribery, aligned with the applicable laws and regulations.

- II. Disseminate the corporate culture and awareness regarding the prevention and fight against corruption and bribery.
- III. Ensure the effective and secret handling of accusations of corruption or bribery, anonymous or not, made by any party.
- IV. Make it possible to act collaboratively with public authorities in preventing and fighting corruption and bribery.

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SCOPE

It is the responsibility of each collaborator of Grupo Labtest, as well as of all shareholders or representatives acting on their behalf, in addition to all the suppliers or partners who carry out business or are related to Labtest, to know and comply with the Code of Conduct and Ethics of the company and the Anticorruption Policy presented herein.

All employees are responsible for following the guidelines listed in this Policy, and it is the responsibility of leaders to divulge its content and raise awareness about the need for observance, thus preventing violations from occurring due to lack of information and encouraging people to submit questions or concerns regarding its application.

Adherence to this Policy is mandatory for all employees and must be validated by the signing of the Terms of Agreement and Acknowledgment of Receipt.

It is the employees' responsibility to comply with all the provisions of this Anticorruption Policy and ensure that all third parties related to them are informed about its contents. All individuals and legal entities hired by third parties to act on behalf of Grupo Labtest (subcontractors) must be informed about the Code of Conduct and Ethics and Anticorruption Policy and have the same commitment.

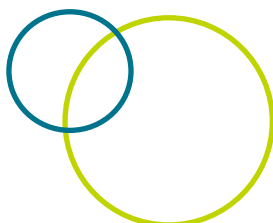
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CODE OF CONDUCT AND ETHICS

Grupo Labtest is recognized for the honesty and integrity of its administrative and commercial practices. To maintain such a reputation, it is vital to fight and prevent all types of corruption.

Thus, the good practices of conduct and measures to fight corruption adopted by Grupo Labtest are laid down in the Code of Conduct and Ethics, a regulation that also establishes the obligation of the company and all its shareholders and employees to comply with the principles and values that have always guided the Group's actions, as well as the local, national, and international laws and regulations applicable to the business, including anti-corruption legislation and international conventions.

It is essential that all administrators, employees and representatives, as well as suppliers and partners, have full knowledge of the content of both the Code of Conduct and Ethics and the Anticorruption Policy in order to prevent, mitigate and remediate any risk of corruption.



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ANTI-CORRUPTION LAW

On 29 January 2014, Federal Law No. 12.846/13 entered into force, known as Brazilian Anticorruption Law, which establishes the punishment for acts of corruption against the national and foreign public administration.

This law derives from international agreements entered into by Brazil, particularly the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Convention”), which entered into force in 1999.

This Convention concluded that bribery in commercial transactions:

- Raises serious moral and Policy concerns;
- Harms good governance and economic development;
- Distorts the conditions for international competitiveness.

Thus, as a way to prevent any illegality and minimize the chances of major irregularities, all shareholders, directors, officers and employees of Grupo Labtest are obliged to observe the Brazilian legal system and any legislation in force in all the countries in which the company operates and, in particular, to observe the anti-corruption laws and treaties listed below:

- Brazilian Anti-Corruption Law No. 12,846 of 1° August 2013
- Law of objective administrative and civil accountability Of legal persons for the practice of acts against public administration, national or foreign, in Brazil.
- FCPA Foreign Corrupt Practices Act - Law on corruption practices outside the United States of America.

- The Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (OECD Convention) - Ratified by Brazil on 30/11/2000.
- Interamerican Convention against Corruption (AEO Convention) - Convention ratified by Brazil on 07/10/2002.
- United Nations Convention against Corruption (UN Convention) - Ratified by Brazil on 31/01/2006.

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CORRUPTION

7.1. Corruption

Corruption can be defined as the act through which undue advantage is offered, promised, authorized, requested, or granted to oneself or to a particular person, government agent or not, directly or indirectly, through the misuse of delegated power or influence.

Corruption involves authorities and governmental entities, but it can also take place between companies/private organizations and their respective employees.

In Grupo Labtest, the Anticorruption Policy is applicable for both the public and the private sector. However, as the risks are different, the procedures and controls may make a distinction between the two.

The most common form of corruption is bribery, which means giving or receiving money, gifts or other advantages as a way of inducing the practice of any dishonest or illegal act or breach of trust in the conduct of business.

The anti-corruption laws prohibit the offer, payment, promise of payment, or authorization for payment of any amount of money, gifts, or anything of value to any public official with the purpose of:

- Influencing any act or decision of a public agent;
- Inducing them to commit or omit any act in violation of their legal obligations;
- Ensuring undue advantage; or
- Inducing them to use their influence over a government body to help achieve, maintain or forward business with the party.

The term “achieve or maintain business” is interpreted broadly to include commercial advantages, such as obtaining a license, a permit or a tax reduction.


7.2. Facilitating Payment

According to the applicable laws in some countries, corruption is considered a crime even if the payment of bribery did not have the purpose of obtaining or retaining business. In other words, the act of corrupting someone to induce them to act or fail to act in the exercise of their role is considered a crime.

This means that there is no exception to the so-called facilitating payments, and all facilitating payments are strictly forbidden.

Facilitating payments are a form of bribery in which:

- I. The amount involved is small and paid to a public agent of low ranking.

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- II. The payment is done to ensure an act or service that a person, governmental entity, or company should usually perform or carry out in fulfilling their legal duties.


Consequently, Grupo Labtest may be held liable if any person in the company violates these laws. Lab tests Policy is to prohibit any corrupt payments, including facilitating payments.

Employees who receive requests to make facilitating payments must, without exception, report these incidents immediately to the Compliance department of the company.

All payments made to a third party that can be misinterpreted as a way of facilitating a routine act must be communicated to the Compliance department so that such an occurrence is properly documented and remedied.

7.3. Extortion

Except when the life, health or security of a collaborator is under threat, extortion does not justify the payment of bribes. When the threat targets the business and not the health or personal safety of a collaborator, the payment will be considered bribery.



A payment, when done in good faith due to the belief that the life, health or safety of a person is in imminent danger, should be reported immediately to the professional responsible for the Occupational Safety department at Grupo Labtest, which should, in turn, discuss the issue with the Compliance department.

7.4. Requests and other incidents

Any request for payment of bribes or anything else of value made by a government agent or a private person, as well as any other incident or attempted corruption, must be reported immediately to the Compliance department of Group Labtest.


7.5. Corruption among Private Parties

Acts of corruption between private parties are acts that do not involve public agents. Although both the OECD Convention and the FCPA do not address the issue of private corruption or bribery, such acts are strictly prohibited under the Code of Conduct and Ethics and Anticorruption Policy.

7.6. Procurement and Bidding Procedures

Corruption is more frequent in some countries than in others. Operating in high-risk countries requires Grupo Labtest to be more cautious and careful.

It is important that the company is able to demonstrate that decisions on procurement processes at a local level were taken on the basis of merit and not through the improper use of influence over public officials.



The procedures related to procurement processes typically include specific rules on the term and procedures for submission of documents and information in bids, and it is necessary to make sure to be acting in accordance with these rules.

One should never seek to obtain privileged information not made available to the public in contravention of such regulations.

During a bidding process, there are usually strict rules on conflicts of interest, interaction and communication with the government agents involved.

During the course of the bidding process, gifts or invitations for entertainment activities or similar ones should never be offered to any government official or other people involved in the process. The local guidelines and regulations on procurements should be located and analyzed, and, if necessary, the Compliance department should be consulted to prevent any violations of these laws.

7.7. Relationship with Business Partners, Agents, Suppliers and Other Third Parties

It is prohibited:

- I. Make any payments of bribes or considered undue through the use of intermediaries.
- II. Make any payments to a third-party having knowledge that the whole or part of the payment will go directly or indirectly to a public official.

The Anticorruption Policy of Grupo Labtest seeks to prevent and suppress any kind of corruption, strictly punishing those involved in reprehensible practices. In this sense, the term “involved” includes conscious negligence (“I’ll pretend I did not know”) and deliberate ignorance (“do not even tell me because I’d rather not to know”).

For this reason, all business decisions must be based on merit. No employee or a third party acting on behalf of Grupo Labtest should exert improper influence over public officials or on counterparties.

Our trade partners must be known, as well as Grupo Labtest, by their reputation for honesty and integrity. Thus, the Group reserves the right to conduct an assessment of integrity on any supplier, customer, distributor, representative or business partner with the goal of identifying and assessing their potential risks to the company’s image.

If so, the facts will be established, and a decision will be taken based on the results, taking into account the risk of reputation damage.

For choosing partners and suppliers, in addition to other criteria that the company deems relevant, the principles below apply to the use and remuneration of any third parties:

- I.** All payments made to third parties should reasonably reflect the value of the services provided;
- II.** The third parties must have proven experience in the field in question;
- III.** The third parties must not have been appointed by public officials;
- IV.** The services to be provided must be lawful, and their nature and prices must be described in their respective contract;
- V.** Third parties may not be paid abroad unless there are lawful and legitimate business reasons for doing so and the procedure for payment has been approved in advance in writing by the President and Vice President. In these cases, avoiding taxation is not considered a suitable reason.

From the date of the publication and disclosure of this Policy, the contracts executed with third parties must include provisions addressing issues related to corruption.



7.8. Anticorruption Clauses



The anti-corruption clause is mandatory in all contracts entered into between Grupo Labtest and its suppliers, service providers, third parties or intermediaries.

Its inclusion is a measure of legal protection for the company, forcing the parties to know and comply with the provisions laid down under the Brazilian anti-corruption law and making them liable to sanctions, clarifications or even contract termination without damage in the event of non-compliance.

7.9. Employees

The integrity of the employees of Grupo Labtest must be preserved by applying the following principles:

- I. Only appoint a collaborator for a strategic position if their integrity is confirmed or has not been questioned.
- II. All conflicts of interest, actual or potential, should be reported according to the applicable provisions of the Code of Conduct and Ethics of Grupo Labtest.
- III. The recruitment of a public agent, a former government agent or their relatives can be seen as a favor potentially considered as bribery and/or can create a situation of conflicts of interest. This conflict may hinder the process of decision-making of the person or put at risk the reputation of the person and of Labtest.
- IV. In order to ensure that conflicts of interest can be mitigated, they must be identified in the initial stages of the recruitment process.

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- V.** When a new employee is about to be appointed, it is necessary to comply with the procedure for the hiring of assets (background check) and provide adequate Compliance training.
 - VI.** It is necessary to pay even more attention to periodic administrative, compliance and anti-corruption training sessions provided for collaborators that may be exposed to pressures of corruption, especially if they interact with government agents.
 - VII.** In the event of non-compliance with this Anticorruption Policy by any employee, the appropriate and proportional disciplinary measures should be taken, as provided for in the Policy of Consequences. No employee will suffer consequences for refusing to pay bribes, no matter how it may result in loss of business or commercial advantages.
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7.10. Gifts, Amenities, and Entertainment

Giving gifts and granting amenities (gifts, travel, entertainment) is often a method of common courtesy in the daily business practices of companies. However, the anti-corruption laws prohibit offering or giving anything of value, including gifts and hospitality to third parties, in order to obtain undue benefits or influence the action of an authority or counterparty.

Employees of Grupo Labtest are not allowed to accept or offer any type of benefits such as gifts, entertainment or amenities to public agents, people related to them, or private parties in order to influence their decisions or obtain benefits.

All gifts, entertainment or amenities must be declared to the Compliance department by sending an email to compliance@labtest.com.br with a brief description of the reason for receipt along with a photo of the item, when necessary.

With the exception of food, all other items received will be raffled among all employees of the company, always fairly and with the participation of the People and Management staff, in order to ensure the transparency of the raffle.

Employees are recommended to always check the Code of Conduct and Ethics and the Gift Policy that establish guidelines and additional and specific guidance. In the event of any questions, always seek guidance from the Compliance department.



7.11. Political Contributions

Grupo Labtest does not get involved in partisan activity, does not make donations, nor authorizes any contributions to this end on its behalf to candidates, political parties, electoral campaigns, etc.


Employees can make political donations using their own resources, provided that is always done in personal character, pursuant to the applicable laws and guidelines of the Code of Conduct and Ethics.

7.12. Donations and Sponsorships

There is the risk of bribes passing as charitable contributions or sponsorships. It is necessary to make sure that the money paid to a charity institution, as a donation or any other form of sponsorship, does not rely on the closure of a business and is not done to get any business or even to provide some improper business advantage.

The money should always be donated to a legitimate institution (such as charitable institutions, philanthropic, artistic, cultural, or sports entities) and not a person. All contributions must be subject to appropriate supervision and the fulfillment of relevant performance indicators.

All contributions should be made only to registered institutions pursuant to the applicable local legislation, making it necessary to identify who the agents are and check the history of the institution and of its managers. This evaluation will always be conducted by the Compliance department and must be completed before any effective contribution.




All donations must be submitted to evaluation by the Compliance department and approval by the President and Vice-President, to only then be released for donation. If there is a negotiation of a contract or license with governmental authority, or there is a delicate issue under analysis by a governmental authority, be aware of the fact that contributions made to an institution connected to any public official will probably be construed as a bribe.

A more detailed analysis of the cases in which a customer or a public agent appoints or nominates a particular institution should be carried out. In these cases, the institution may be a channel for irregular payments to the customer or government agent.

7.13. Accounting Obligations

Grupo Labtest maintains a system of internal accounting control that requires all collaborators to make and keep detailed records that reliably and accurately reflect the transactions and disposition of company assets. False, misleading or incomplete information in such records or other documents is strictly prohibited. Funds or accounts that are not disclosed or recorded cannot be established, whatever the reason.



All expenses incurred by employees must be proven through a detailed description of the activity and valid receipts or invoices that reflect the amount spent. Both the presentation and conscious acceptance of false records, receipts and/or invoices are strictly prohibited and will be subject to penalty and an assessment of the case by the Ethics Committee.

7.14. Internal Controls

Grupo Labtest is also legally bound to plan and maintain a system of internal accounting controls sufficient to ensure that:

- I.** Operations are carried out according to the general or specific authorizations of the administration;
- II.** Operations are registered as necessary to allow for the drafting of financial statements, according to the generally accepted accounting principles or any other criteria applicable to these statements, and controlling of assets;
- III.** Access to assets will only be allowed through general or specific authorizations by the administration;
- IV.** The registered control of the assets must be compared with the existing assets at reasonable intervals, and appropriate measures must be taken with respect to any differences.

All areas must establish internal controls and procedures compatible with these criteria to improve the fulfillment of this Anticorruption Policy.



7.15. Risk assessments, Monitoring, Auditing, and Certification

Internal departments should periodically assess the nature and extent of their exposure to internal and external risks of corruption and properly document this assessment of the risks. The purpose is to identify the most relevant risk areas and take mitigation actions focusing on them.

Grupo Labtest is committed to monitoring the effectiveness of procedures and controls against corruption, as well as carrying out audits to ensure compliance with anti-corruption laws, this Policy and any procedures related to it.

7.16. Reporting Channel

Grupo Labtest, seeking to create a safe, impartial and receptive environment, offers an independent channel to all those who witness or suspect anything that violates the regulations of the Code of Conduct and Ethics of the company or the guidelines of this Policy.

The channel is operated by a specialized company, so it is necessary to provide identity, but it is essential to act with responsibility when making reports, which should be consistent, verifiable and real.

There will be no retaliation to employees who, in good faith, use the channel, as laid down in the Code of Conduct and Ethics and the Non-Retaliation Policy to the Complainant.

For questions and guidelines: compliance@labtest.com.br
Reporting Channel: www.ouvidordigital.com.br/labtest

7.17. Investigations

All complaints related to the violation of any item of this Policy will be properly investigated by the Compliance Department, which has the autonomy and independence to investigate, assess and judge each case and impose disciplinary sanctions in partnership, when necessary, with the Ethics Committee.

7.18. Anticorruption Sanctions

In most jurisdictions, both legal persons as individuals can be held liable for committing a crime. The exact measure of criminal responsibility depends on the law of the country in question.

The violation of anti-corruption laws may result in criminal prosecution for those involved, such as the arrest of individuals and civil and administrative liability for the company, with a fine of up to 20% of the gross revenue of the Fiscal Year, prohibition from receiving incentives, grants or loans from public bodies over a period of 1 to 5 years, partial suspension or prohibition of activities, irreparable damage to its reputation, among others.

The fines imposed on individuals for violations of this Policy will not be paid by Grupo Labtest, and the people involved are subject to imprisonment. The penalties for legal persons are very substantial, and the company's executives can also be arrested. In addition, Grupo Labtest can be ordered to return the gains obtained from the illicit act of corruption.



In addition to the criminal responsibility, both individuals and legal persons involved in corruption may be prosecuted civilly and obliged to compensate other individuals or businesses that may have suffered losses due to the corrupt act.

Faced with the possibility of severe punishments, the Grupo Labtest strives to be in compliance with the requirements of the Policy through practices for the protection of its interests, such as training programs and the inclusion of contractual provisions for complying with this Policy in contracts with employees and third parties, as well as internal controls and careful monitoring of activities.

Any violation will be dealt with as a matter of extreme gravity. And, based on the severity and nature of the conduct ascertained, the punitive measures will be applied per the guidelines detailed in the Policy of Consequences of Grupo Labtest.

7.19. Training and Communication

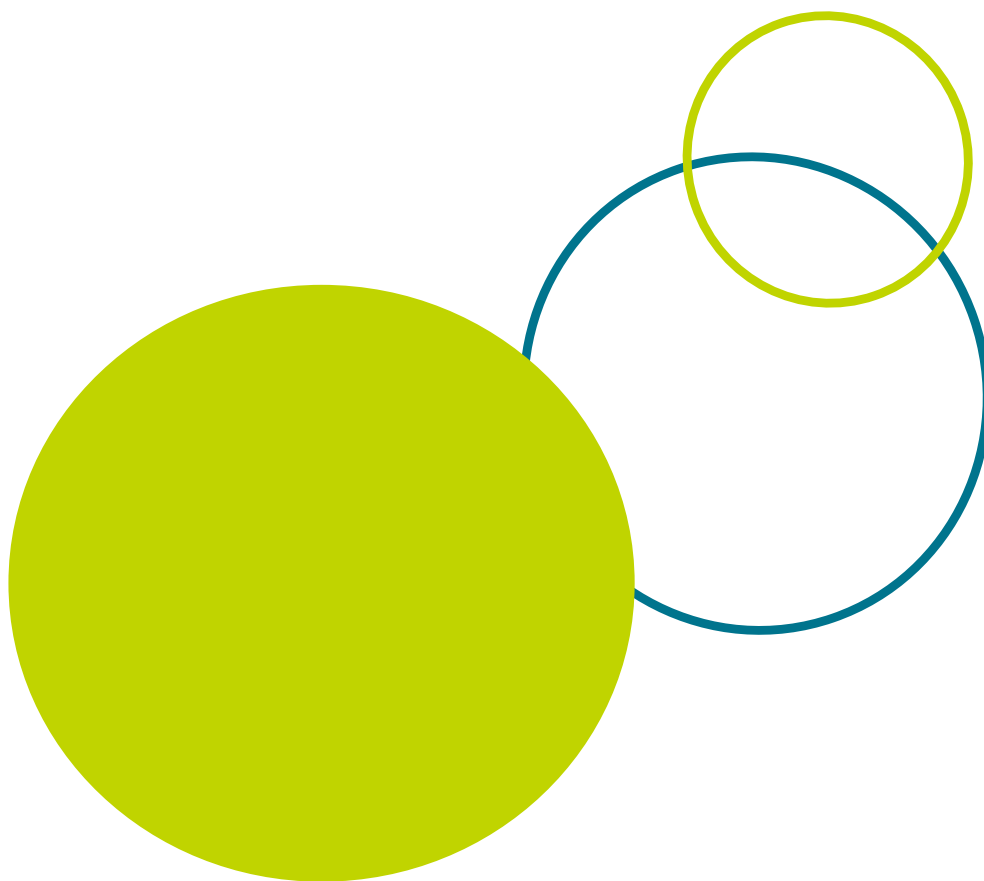
All employees of Grupo Labtest must participate in periodic anti-corruption training sessions, according to the schedule managed by the Compliance and People and Management departments, as well as confirm in writing when requested, previous and future compliance with the terms of this Policy.

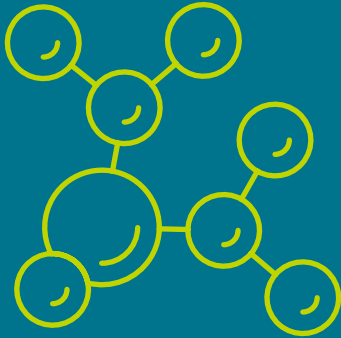
Employees in positions of Leadership, in turn, must also ensure that all personnel subordinate to them understand the terms of this Policy and complete the training program.



7.20. General Guidelines and Contacts

Since this Anticorruption Policy does not cover all possible situations, employees of Grupo Labtest are encouraged to always seek guidance from the Compliance department through the channels available.





USEFUL LINKS:

labtest.com.br/integridade

ouvidordigital.com.br/labtest

CONTACT:

Av. Paulo Ferreira da Costa, 600

Lagoa Santa | MG | CEP 33240-152

compliance@labtest.com.br

Labtest 

www.labtest.com.br



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