

CODE OF CONDUCT AND ETHICS



GROUP OF COMPANIES
SODRUGESTVO

*Trust and
dynamism*



**DO THE
RIGHT THING**
SODRUGESTVO





MESSAGE FROM OUR MANAGING DIRECTOR

The last few years have provided us with several challenges, especially in our market, which contains changing and imponderable factors that can sometimes lead us to ups and downs in a piece of a second. Price variation, legal insecurity, unstable economy, are just some of the external indicators that we had to face recently.

However, we could observe that, despite these changing and imponderable factors, our team was able to remain stable and obtain expressive results, with organic increase and increasingly well-structured.

I can proudly say that I have witnessed this stability always based on our values, with a focus on our mission and vision.

Furthermore, it is very important to point out that the Compliance Program reinforced our mentality that results should not be obtained at any cost. Rather, they must be obtained in a professional manner, with ethics, observance of our values and respect for the law.

Thus, I am proud to open our Code of Conduct and Ethics, which must be the parameter of our behavior in daily activities and a small demonstration of our way of doing business, which is, doing the right thing.

Danilo Dalia Jorge
Managing Director
Sodrugestvo Brasil



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1. PURPOSE

The Compliance Program of any company, either in Brazil, Russia or anywhere else in the world, seeks to assist its collaborators in performing their activities in accordance with the law and internal rules, mitigating any risks that may cause losses. In the case of Sodrugestvo Brasil, this program will not be different: we are preparing everything as necessary to help our collaborators to work in accordance with the applicable rules and for everyone to do the right thing so that, thus, our Company seeks to avoid risks that result in losses in any sense, being able to continue its journey through sustainable growth.

In this sense, this Code of Conduct and Ethics (“Code”), applicable to all administrators and collaborators, as well as to third parties, will seek to describe, in a simple, objective, transparent way, the conduct expected by the top management of its collaborators in performing their daily activities at Sodrugestvo companies in Brazil, either between their co-workers, or in representing the Company with third parties. The standards of conduct described in this document are the basis of the principles of our activities and shall be an integral part of the Company’s culture in all our days.

This Code reaffirms the commitment of the top management of the Company with the Compliance Program, reinforcing the mission, vision and values that guide our principles.

It is important to highlight that this Code is the basis of the several policies of the Company, each one specific to its area or activity. Thus, in addition to following the rules of each policy, we must consider the general premises established in this Code.

2. ALIGNMENT WITH THE GROUP'S COMPLIANCE RULES

This Code is in strict alignment with the general principles of the Code of Conduct and Ethics of the Sodrugestvo Group. However, in order to respect local culture, practice and legislation, this Code was prepared in order to meet Brazilian (and foreign, when applicable) requirements with the aim of indicating the rules of conduct for Sodrugestvo collaborators in Brazil.

Our policies can be access in portal:

<https://sp.sodru.com/gp/br/SitePages/BRPolicies.aspx>

3. MISSION, VISION AND VALUES



MISSION

Our mission is to deliver products and services sustainably, aiming for the development of our collaborators and all the business chain.



VISION

Expand the presence in agribusiness, being one of the main choices of our partners and clients.



VALUES

Ethics, transparency, recognition, cooperation, simplicity, innovation and commitment.

4. IMPLEMENTATION

Our Compliance Program is performed in a simple way: for the performance of our activities, there will be rules of conduct (how to act?) and rules related to the activity of each department (processes and what are the limits of approvals). Thus, with clear and precise rules, conducts will become much more predictable, resulting in less risk for the Company.

It is important to highlight that, in order to seek effectiveness, that is, to be considered as a normal practice and to normally function through the ratification of the ethics culture in the Company, the Compliance Program of Sodrugestvo Brasil considers the following parameters of art. 42 of Decree 8.420/15:

- I. top management commitment, evidenced by the visible and unequivocal support for the Program;
- II. standards of conduct, code of ethics, policies and integrity procedures, applicable to all collaborators and administrators, regardless of their position or function;
- III. standards of conduct, code of ethics and integrity policies extended, whenever necessary, to third parties, such as suppliers, service providers, intermediary agents and associates;
- IV. periodical training on the Compliance Program;
- V. periodical risk analysis to make necessary adaptations to the Compliance Program;
- VI. accounting records that fully and accurately reflect the Company's transactions;
- VII. internal controls that ensure the prompt preparation and reliability of the Company's financial reports and statements;



- VIII. specific procedures to prevent fraud and illegal activities in the context of public bids, in the execution of administrative contracts or in any interaction with the public sector, even if intermediated by third parties, such as payment of taxes, subjection to inspections, or obtaining authorizations, licenses, permits and certificates;
- IX. independence, structure and authority of the internal body responsible for implementing the Compliance Program and monitoring it;
- X. hotline, openly and widely published to collaborators and third parties, and mechanisms designed to protect good faith denunciator;
- XI. disciplinary measures in case of violation of the Compliance Program;
- XII. procedures that ensure the prompt interruption of detected irregularities or infractions and the timely remediation of the damages;
- XIII. appropriate diligences for contracting and, as the case may be, supervising third parties, such as suppliers, service providers, brokers and associates;
- XIV. verification, during mergers, acquisitions and corporate restructuring processes, of potential irregularities or illicit acts or the existence of vulnerabilities in the legal entities involved;
- XV. continuous monitoring of the Compliance Program aiming to improving it in preventing, detecting and combating the occurrence of acts harmful to the public administration, national or foreign, under the terms of the Anticorruption Law.
- XVI. transparency of the legal entity regarding donations to candidates and political parties.



5. SOCIAL FUNCTION, ENVIRONMENT PROTECTION, HEALTH AND SAFETY

Brazilian law sets forth, in several aspects, that we must act observing the social purpose. This means that we must act in order to fulfill a benefit for all the society, for example: collecting taxes, which will later be applied in education, create jobs, protect the health of its collaborators and third parties involved with its activities, protect the environment etc.

In this sense, Sodrugestvo as a Company also has the obligation to observe its social purpose, reinforcing that its collaborators should always act seeking as the ultimate goal not only profit, but that the Company also reaches its social purpose, and therefore, through its daily actions, collaborate with the improvement of the education system, promote the protection of the environment, ensure the health and safety of people etc.

6. CONDUCT

The fundamental basis of our conduct in daily activities is respect for the law and for people, in accordance with our values. In this sense, in addition to the values and the law itself, we expect our collaborators to perform their activities with respect, cordiality and education in all relationships with each other or with third parties. In addition, collaborators must be guided by good faith in conducting the Company's businesses.

Additionally, collaborators must refrain from any and all acts that are harmful to the law and to good manners, including the practices below:

- I. Corruption:
Offering, promising, or paying an improper advantage to a public official for him/her to practice, omit or delay an official act. Important: facilitation payment (payment to public official to speed up a bureaucratic act) is within this concept.
- II. Private Corruption:
Paying, offering, promising, approving or providing any improper advantage to someone in the private sector or accepting an improper advantage, with the intention of helping to obtain or maintain business.
- III. Fraud in public bids:
To frustrate or defraud, by means of terms, combination or any other expedient, the competitive nature of the bidding procedure, in order to obtain, for yourself or for others, an advantage resulting from the award of the bidding object.
- IV. Internal Fraud:
Approvals of acts or any payments without observance of internal limits; Misappropriation of assets (fraudulent expenses, theft, tax evasion: fail to pay, contribute or declare values, hiding so fraudulent for their own benefit. E.g.: Payment or provision of gratification to collaborators without proper authorization from the management.
- V. Conflict of Interest:
Unfair competition, helping third parties to compete against the Company. Improperly induce engagement of third parties.
- VI. Moral Harassment:
Exposing someone to humiliating and embarrassing, repetitive and prolonged situations.
- VII. Sexual Harassment:
To embarrass someone in order to obtain sexual advantage or favor, taking advantage of your status as superior or position in the exercise of a job, position or function.

- VIII. Non-Compliance:
Breach of law and internal policies, simulation of situations, falsification.
E.g. recording untrue information to induce error.
- IX. Insider Trading:
Take advantage of improper disclosure of confidential information.
- X. Unfair Competition:
Using illegal practices to attract customers, harming competitors, in this case for its configuration, the results obtained from the disloyalty are less important. Rather, what is important is the means that was used to achieve the purpose of the business activity that is, in addition to profits, customers.
- XI. Conspiracy:
The illegal agreement between two or more people to execute illegal purposes or to execute a legal purpose by illegal means.
- XII. Money Laundering:
Hide or conceal the nature, origin, location, disposition, movement or ownership of assets, rights or values arising, directly or indirectly, from a criminal offense.
- XIII. Larceny:
Obtain, for themselves or others, unfair advantage of another's loss, inducing or maintaining someone in error by artifice, deception, or other fraudulent means.
- XIV. Data protection:
Misuse of third party data without authorization or in breach of the law.
- XV. Traffic of Influence:
Obtain, for themselves or others, an advantage or promise of advantage, under the pretext of influencing a public official in the exercise of his/her function.



The Company also recognizes and respects the right to privacy (Federal Constitution - “ CF “, article 5 inc. X) , inviolability of data communication (CF, Art. 5,. Inc XII.) and the protection of personal data of its collaborators, so that they must also ensure that the personal data, whether belonging to Company’s collaborators or not, to which they have access, are properly protected, under the terms of the Brazilian General Data Protection Law (“LGPD”) . At the same time, the Company has an obligation to implement mechanisms and procedures to guarantee respect to this Code, under the terms of the Anticorruption Law, art. 7th, inc. VIII. To this end , bearing in mind the right of ownership over the equipment used by its collaborators (example: hardware and software) (CF, art. 5, inc. XXII) , as well as the power of direction (Consolidation of Labor laws, art 2), the Company controls and monitors the technological tools used by its collaborators, being able to monitor and track the activities of collaborators in the work environment, including corporate e-mail, that is, the Company can check messages either from the formal point of view or as materially necessary or, still, regarding the contents for the purposes of compliance investigation.

Finally, Sodrúgestvo values diversity, refuting all acts of bullying, discrimination or prejudice, being collaborators strictly prohibited as to the practice of any type of insults or treatments, to any person, inconsistent with morals and good manners.



7. RISKS AND POLICIES

As in any business activity, our Company is subject to several risks, not only those inherent to the business. In this sense, in addition to practicing the conducts that must be performed in accordance with this Code, collaborators must follow specific policies for each area regarding their activity.

The policies of the Company should be performed within health and safety and environment, financial management and accounting, tax, operational risk management, investments, procurement, human resources, information technology, grain origination, storage and quality of the products, logistics and product sales. Such policies should address, among other aspects, corporate and personal responsibility, legislation, and commercial controls depending on the nature of the area.

In order to maintain the policies updated, periodical risk analysis of the areas will be performed. Thus, policies will be updated, as needed, according to risk monitoring. The leaders of the areas, who will collaborate with the monitoring and update of policies, must present them to their teams, carrying out the necessary periodic training, according to the schedule agreed with the Compliance team.

To be in line with the Group's procedures, the leaders of each area will guide their teams to observe how local policies are related to Group 's policies. Again, we reinforce that our policies can be access in the link below:

<https://sp.sodru.com/gp/br/SitePages/BRPolicies.aspx>



8. DEVIATIONS AND HOTLINE

It is important to highlight that any deviations from the conduct established in this Code may result in warning, dismissal, suit for damages and even other measures set forth by law, depending on each situation. In this sense, it is the duty of each collaborator to strictly follow the rules as well as to report any deviations by other collaborators or third parties to his/her superiors or, if deemed necessary, to the hotline channel (canalconfidencial.com.br/Sodru), by e-mail (compliance@br.sodru.com) or by phone 0800 591 7159.

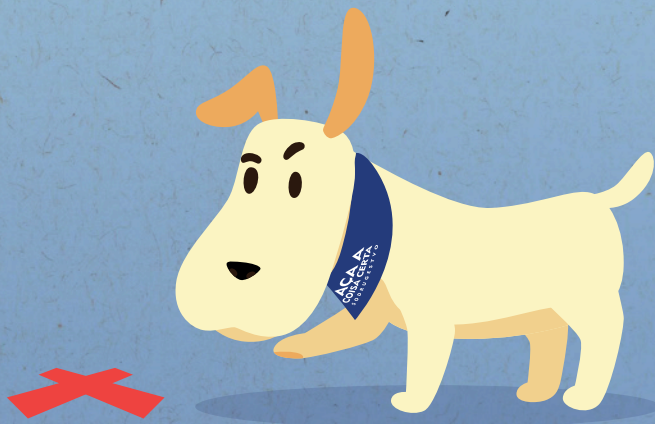
The Company represents that there will be no retaliation against any good faith whistleblower, guaranteeing anonymity if is of it's interest.

9. STRUCTURE

The Compliance Department has independence, structure and authority to apply the Compliance Program and to monitor its development.

This Code is not intended to exhaust all guidelines regarding the conduct expected by Sodrugestvo collaborators, but rather to establish general premises for performing the activities. In this sense, the members of the Compliance Department are available in case of questions about the Code, policies or any question regarding the Compliance Program, in order to help everyone to, always, do the right thing!

**DID YOU SEE ANYTHING
SUSPECT OR SOME
ATTITUDES THAT
DISRESPECT OUR CODE OF
CONDUCT AND ETHICS?**



**PLEASE REPORT BY E-MAIL
compliance@br.sodru.com**

**YOU CAN KEEP YOUR ANONYMITY
THROUGH 0800 591 7159 OR THE WEBSITE
canalconfidencial.com.br/sodru**

**ALSO ACCESS OUR POLICIES ON THE INTRANET:
<https://sp.sodru.com/gp/br/SitePages/BRPolicies.aspx>**



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