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1. Purpose

The purpose of this policy is to provide guidance to all employees on the risk of potential or actual conflicts of interest, as well as on identifying and resolving situations that may represent conflicts of interest and promoting an ethical and transparent environment in internal relations and with third parties.

2. General Information

RESPONSIBLE	Legal Department
STORAGE	Mac Jee Network
DISTRIBUTION	E-mail address where the instruction is available for consultation (PDF).
ACCESS	Free access to all sectors for consultation / Only the legal department is allowed to make changes.
RECOVERY	Electronic address where the instruction is available for consultation (PDF).
USE	All sectors of the company
PRESERVATION	Periodic backups made on the server.
RETENTION	For an indefinite period of time..
DISPOSITION	Delete from the system..
RECORDS	

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3. Definitions

“Government Agent”: A person responsible, either permanently or temporarily, for exercising any state function or function in a governmental entity, in Brazil or abroad. This includes, but is not restricted to, government employees, including members of all branches of powers and of the Public Prosecutor's Office, whether municipal, departmental, state, provincial, central or other categories that may exist in each country where Mac Jee operates, employees of state-owned companies, whether government controlled companies or public corporations, employees of public universities or government-funded research organizations, members of royal families who have de facto authority or not, members of political parties and members of international institutions such as the United Nations, the North Atlantic Treaty Organization and the International Monetary Fund.

“Friend” or “Close Relationship”: The existence of a friendly relationship between a Mac Jee employee and a third party or another Mac Jee employee that could influence their ability to make an impartial and objective decision for the benefit of the Group.

“Employees”: It means all Mac Jee employees, regardless of hierarchical level or nature of employment, including Board members. It also applies to all employees and managers of companies whose direct or indirect controlling interest is held by any of the companies in the Mac Jee Group, as well as joint ventures in which any of the companies in the Mac Jee Group is formally designated as the operator.

“Competitors”: It means companies or persons that establish their commercial objectives with the same object or with a similar object but aspire to the same market..

“Conflict of Interest”: Situations in which the private, professional or financial interests of an employee or a member of their family influence their ability to make an impartial and objective decision for the benefit of the Group.

“Potential Conflict of Interest”: A situation which, if it materializes, could become a de facto conflict. Example: a relative or close relation of one of our employees owns a company that may supply materials and/or services to the area they are responsible for or to other areas of the Group.


“Real Conflict of Interest”: A situation in which there is, in fact, a conflict of interest. Example: a relative or close relation of one of our employees owns a company that supplies materials and/or services to their area of responsibility or to other areas of the Group.

“Mac Jee Group”; “Group” or “Mac Jee”: It means the Companies Mac Jee Participações Ltda., Mac Jee Industria de Defesa Ltda., Mac Jee Tecnologia Ltda., Equipaer Indústria Aeronáutica Ltda., Bracey Investimentos e Participações Ltda., and all the legal entities in which the aforementioned have a equity interest or equivalent that guarantees them the right to elect the majority of the administrators and define the conduct of the business strategies of said legal entities.

“Family Member” or “Relative”: Spouse or relative in a straight line, collateral line or by affinity. For the purposes of this policy, relatives are: i) by consanguinity: father, son and mother (1st degree); brothers and grandparents (2nd degree); uncles, nephews and great-grandparents (3rd degree); cousins and great-great-grandparents (4th degree); ii) by affinity: mother-in-law and father-in-law (1st degree); son-in-law and daughter-in-law (1st degree); brother-in-law and sister-in-law (2nd degree); brother-in-law and sister-in-law (does not legally exist); stepfather and stepmother (1st degree); stepson and stepdaughter (1st degree); husband and wife/partners (marital relationship);

“Business Partner”: Any natural or legal person (provided that they are not part of Mac Jee) that the Group may hire in the normal course of business or that relates to Mac Jee for the purpose of jointly developing products, technology, sales or marketing activities, in which the risks and profits of the business are shared between the parties.

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“PEP (Politically Exposed Person)”: Government Agents who hold or have held, in the previous five years, in Brazil or in foreign countries, territories and dependencies, positions, jobs or public functions, as well as their representatives, relatives and other people in their close relationship, are considered PEPs.

“Love relationship”: For the purposes of this policy, a love relationship will be considered to be any type of relationship between two people who maintain the desire to be together, with an affectionate attitude, and with the desire to share experiences, with or without the expectation of starting a family.

4. General Guidelines

In carrying out their activities, Mac Jee employees must always make decisions in the best interests of the Group, regardless of any external influence. It is up to each employee to prevent issues of personal interest, whether direct or indirect, from being in actual or potential conflict with Mac Jee's interests and with the responsibilities related to their activities. In order to achieve this, this policy aims to establish guidelines that promote a suitable working environment, ensuring that employees are able to carry out their duties at all times for the benefit of the Group, without being impacted by situations of conflict of interest.

A conflict of interest, even a potential one, can damage both the image and reputation of Mac Jee and its employees, and must be avoided or declared in advance so that it can be dealt with appropriately.

As a means of identifying, analyzing and archiving conflict of interest situations, Mac Jee requires that all situations involving a potential or actual conflict of interest be brought to the Group's attention by periodically completing the conflict of interest form (attachment I) or as soon as the employee becomes aware of the situation. Further information on filling in the form can be found in section seven (7) of this policy. If employees have any doubts about situations involving actual or potential conflicts of interest, they should immediately consult their immediate manager or the Human Resources department.

When a potential conflict of interest is identified, either through the form or in some other way, it will be up to the Legal department, together with the person responsible for the area that identified the potential conflict, to assess each situation, issue opinions and recommend actions to deal with the cases. When there is no consensus between the reporter, manager and the Legal department on the opinion or proposed mitigating actions, the Legal department must submit the case for evaluation by the Ethics Committee.

In some situations, the Group may decide not to take measures to mitigate a potential conflict of interest. These cases, after being assessed by the Legal department, must also be submitted to the Ethics Committee for final approval.


Most potential conflicts of interest are easy to resolve, with an outcome that is mutually acceptable to both parties. Mac Jee values the right of its employees to manage their activities outside the work environment and their relationships, but requires that these do not create any conflict of interest situations.

4.1 Specific cases of conflict of interest

The list below is not intended to present all the possibilities for conflicts, but rather some situations that represent or may represent a conflict of interest, whether actual or potential, and provide guidelines on how each of these situations should be handled.

4.1.1 Restrictions on Other Outside Jobs, Positions or Functions

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Mac Jee employees are prohibited from having other paid activities that compete with the Group's activities and interests, i.e. that prevent the exclusive dedication required by the working relationship established between Mac Jee and the employee or that interfere with the employee's ability to make an impartial and objective decision for the benefit of the Group. However, employees are permitted to carry out other types of activities, provided they are not during working hours or using Mac Jee resources. When carrying out philanthropic or community activities, it will not be necessary to fill in and submit a conflict of interest form, but it is important that these activities are carried out in accordance with this policy.

The only exception to the rule of not carrying out external activities during working hours at Mac Jee is in relation to meetings or events of trade associations and unions. In these cases, however, the employee must give at least 24 (twenty-four) hours' notice to their direct leader or to the Human Resources department if the direct leader is unavailable. Participation in trade associations and unions, however, must not be seen as an illicit attempt to gain an undue advantage for Mac Jee. Employees must indicate this type of relationship on the conflict of interest form (attachment I) so that the existence of a potential conflict with the activities carried out by Mac Jee can be assessed.

Employees are not permitted to behave or present themselves as Mac Jee employees while carrying out these other activities or functions.

Employees who decide to run for political office, at any level, must immediately withdraw from the Group's activities, as this is a potential conflict of interest.

4.1.2 Interest in Companies, Investments or Personal Transactions

No Mac Jee employee or relative may participate in companies competing with the Group. The conflict of interest form (attachment I) must be completed during the selection process for employee vacancies at Mac Jee and, if corporate participation in competitors of Mac Jee is identified, it will be the responsibility of the Human Resources department to discontinue the selection of the candidate. If there is any doubt as to whether a company is a competitor of Mac Jee, the Legal department should be consulted.

The social participation of an employee, friend or close family member in a Mac Jee supplier or business partner may be characterized as a conflict of interest. A conflict of interest will be identified if any of the following is true:


- The employee or a close family member holds an interest equal to or greater than 20% of the share capital of a Mac Jee supplier or business partner;
- The employee's or a close family member's shareholding in another entity, even if less than 20% of the share capital, may influence decision-making in relation to the employee's activities at Mac Jee or may result in the disclosure of restricted/confidential information that benefits these companies;

The employee must inform in the conflict of interest form (attachment I) if any of the above conditions are true, either during the hiring process, in the periodic filing established in this policy, or as soon as the employee becomes aware of this situation.

4.1.3 Working with Relatives or People with Close Relationships

A conflict of interest is characterized when an employee hires, manages or conducts business with a personal friend, relative or someone with whom they have a close relationship.

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Hiring close friends and relatives of employees is a situation that can expose Mac Jee to risks. For this reason, Mac Jee prohibits the hiring of an employee's relative. If applicable, the employee must inform the Human Resources department of the existing relationship with the candidate and withdraw from the selection process.

During the selection process, the human resources department must ask all candidates to fill in the conflict of interest form at the appropriate time, so that it is possible to identify the existence of a close relationship between the candidate and a Mac Jee employee before the candidate is hired. If a conflict of interest is identified, the Human Resources department should discontinue selecting the candidate.

The existence of a family member who works for a governmental entity or Mac Jee's clients, suppliers and business partners may also characterize a potential conflict of interest. For this reason, any such relationship must be reported on the conflict of interest form (attachment I), so that the Group is aware of it and, if necessary, defines actions to mitigate the risk of conflict of interest.

4.1.4 Personal Involvement

Mac Jee respects and strives for good coexistence and relationships between its employees, however, any love relationship between employees of any hierarchical level is strictly forbidden. In the event of employees in this situation being proven before the date of publication of this policy, one of them will be dismissed. In the event of proven cases after the publication of this policy, both employees will be dismissed.

Employees in a friendly relationship must be careful and sensitive to ensure that they are not creating an uncomfortable working environment for others.

Decisions on behalf of the Group can become difficult if the employee is involved with or has a close relationship with someone with whom they also have a relationship at work. This situation could be characterized as a potential conflict of interest.


If an employee becomes aware of any relationship that could impact the impartiality of his or her activities at Mac Jee, he or she should contact his or her direct leader or a representative of the Human Resources department to help him or her, and the other person involved, separate their responsibilities from their personal relationship..

4.1.5 Relationships with Politically Exposed Persons

Any employee or candidate for employment at Mac Jee who has held any position as a Government Agent or who has a close relative who has held any position as a Government Agent in the last five (5) years or who is currently holding such a position, must disclose this situation on the conflict of interest form (attachment I) during the selection process or, if they are already a Mac Jee employee, as soon as they become aware of the existence of the relationship.

This information will be analyzed by the Legal department to make sure that the role and position held by the employee, candidate or close relative does not compromise the independence and neutrality of that employee's decisions in the activities carried out for Mac Jee. If necessary, the case may be taken to the Ethics Committee for evaluation and approval. If the relationship is identified during the hiring process, it must be approved by Mac Jee's Ethics Committee, which may also propose mitigating actions, which must be implemented before hiring, to de-characterize the possible conflict.

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5. Segregation of Duties

Segregation of duties seeks to guarantee protection for both the Group and the employee, ensuring that they do not have responsibility for all stages of the same process and thus guaranteeing their independence and transparency. Mac Jee therefore discourages employees from accumulating functions within the same process, which means that those who execute do not approve or supervise, for example.

For various reasons, it may not be possible to segregate an employee's duties within a process, such as the size of the team. If this is the case, it is up to the employee's immediate leader to contact the Legal department so that they can jointly analyze the measures that can be taken to implement segregation of duties. If no mitigating measures are currently available, the immediate manager and the Legal department must approve that the employee continues to perform the potentially conflicting duties until such time as some mitigating action can be implemented.

Mac Jee prohibits its employees from breaking systemically parameterized segregation of duties rules by making their access and credentials available to other employees and third parties. Any violations and improper sharing of access are subject to sanctions.

6. Employee due diligence

During the selection process for any vacancy at Mac Jee, the employee responsible for recruitment must circulate the conflict of interest form (attachment I) to the selected candidates. After analysing the forms, if there is any point that could be characterized as an actual or potential conflict of interest, the person responsible should contact the Legal department for recommendations.


If the Legal department has no considerations regarding the possible conflict of interest, the hiring will be authorized from the point of view of the conflict of interest. It is also possible that the Legal department will indicate some mitigating actions, which should be implemented prior to hiring, in order to rule out the possible conflict. If the Legal department has any doubts or does not agree with hiring the candidate, the case should be taken to the Ethics Committee for a final decision..

7. Conflict of Interest Form

To facilitate the process of identifying possible conflicts of interest and ensure that they can be revisited periodically, employees must fill in the conflict of interest form (attachment I) at least once every 12 (twelve) months, always at the time of the annual performance appraisal. The Human Resources department will be responsible for collecting the conflict of interest forms filled in by employees, which must be completed on the following occasions:

- Before hiring or issuing a job offer letter to a potential employee;
- Before transferring an employee between Mac Jee departments;
- Before an employee is promoted; and
- As part of each employee's annual review (unless the employee has already been certified within the last three months).

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The Human Resources department will also be responsible for keeping the conflict of interest forms that are filled in by employees and keeping track of when employees have to fill in the form again.

It will be up to the employee to take the matter to their direct leader, fill in the conflict of interest form again and forward it to the Human Resources department if they identify a new fact that could generate a conflict or perception of a conflict of interest. The employee should not wait until the maximum stipulated time of 12 (twelve) months has elapsed to update the information, but should do so immediately after the triggering event has occurred.

As mentioned above, when a potential conflict of interest is identified, either through the form or in some other way, it will be up to the Legal department to assess each situation, issue opinions and recommend actions to deal with the cases.

This conflict of interest form can be completed either physically or virtually.

8. Violations and sanctions

Every potential conflict of interest must be reported for evaluation. If any employee omits to disclose a conflict of interest or exposes something that is untrue, they will be liable to disciplinary action for violating the Code of Ethics and Conduct and the Group's internal policies and procedures.

If employees are aware of or suspect any situation that violates the guidelines set out here, they can report it through the contact channel at <http://macjee.com.br/contato/>. The information reported is confidential and will be investigated in a timely manner. If the conflict of interest situation is confirmed, remedial or disciplinary measures may be applied.

It is worth noting that not all relationships and situations will be characterized as conflicts of interest, but if there is any doubt, the employee can report it on the form or share the situation with their immediate leader or the Human Resources department for clarification. Mac Jee has no intention of restricting anything that is not harmful to it.

9. References

- Code of Ethics and Conduct;
- Anti-Corruption Policy;
- Disciplinary Measures Policy.

10. Attachments

10.1 Attachment I - Conflict of Interest Form



ATTACHMENT I -
Conflict of Interest
Form

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