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## 1. Purpose

The purpose of this policy is to establish rules for engaging and contracting sales representatives, as well as to provide guidelines for ensuring the compliance of payments made to these sales representatives, whether located inside or outside the country and in accordance with the applicable laws of the service provision as well as those provided for by Brazilian law, FCPA and UK Bribery law.

## 2. General Information

<b>RESPONSIBLE</b>	Legal Department
<b>STORAGE</b>	Mac Jee Network
<b>DISTRIBUTION</b>	E-mail address where the instruction is available for consultation (PDF)).
<b>ACCESS</b>	Legal Department, Commercial Manager, Controller's Office and Board of Directors. Only the legal department is allowed to make changes.
<b>RECOVERY</b>	Electronic address where the instruction is available for consultation (PDF).
<b>USE</b>	Legal Department, Commercial Manager, Controller's Office and Board of Directors
<b>PRESERVATION</b>	Periodic backups made on the server.
<b>RETENTION</b>	For an indefinite period of time.
<b>DISPOSITION</b>	
<b>RECORDS</b>	

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### 3. Definitions

**“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 controlling interest, direct or indirect, is held by one of the companies in the Mac Jee Group, as well as joint ventures in which one of the companies in the Mac Jee Group is formally designated as the operator.

**“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 an 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.

**“Red Flag”:** Any situation that may suggest that something is not in compliance with Mac Jee's Code of Ethics and Conduct, Anti-Corruption Policy, other policies, procedures and regulatory instructions or with national and international anti-corruption laws, and is identified during the normal course of business. A red flag can be characterized as a particular transaction, relationship or situation involving the risk of corruption and bribery.

**“Sales Representative”:** A type of third-party intermediary whose main function is to assist Mac Jee in selling its products to predetermined customers and regions, following the Mac Jee Group's guidelines and standards.

**“Third-party intermediary”:** Any natural or legal person who is hired by the company to carry out activities on its behalf. Examples of third party intermediaries include sales representatives, law firms, brokers or any company that has the power or mandate to deal with other third parties on behalf of the Company.

### 4. General Guidelines

Mac Jee may hire sales representatives in specific situations and in accordance with its commercial strategy, in the geographical areas in which Mac Jee intends to operate.

However, activities involving sales representatives, who will act on behalf of the Group, present a greater risk to Mac Jee, given that anti-corruption laws, such as Law No. 12.846, of August 1, 2013, of Brazil; and the Foreign Corrupt Practices Act ("FCPA"), 1977, of the United States, define as a crime the practice of making a payment or transfer of anything of value with the aim of obtaining an undue advantage from Government Agents or governmental entities, even if this is done by a third party intermediary, and without the knowledge of the company that this represents.

For this reason, this policy aims to establish the rules for engaging and paying these sales representatives, with the aim of protecting the Mac Jee Group from any wrongdoing carried out by a sales representative on its behalf.

#### 4.1 Hiring Sales Representatives

The hiring of a sales representative or intermediary should take place in situations where their action is necessary only if aligned with the commercial strategy, in the geographic areas in which Mac Jee intends to operate.

The sales leader who identifies the need to hire a representative should present the need to hire an intermediary to operate in a particular region or business to the Commercial Director and the CEO. It will be up to the Chief Executive Officer and the Commercial Director to authorize work to begin on hiring this representative.

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Identifying a potential sales representative or intermediary who can help Mac Jee with its sales can be done in various ways, such as through past experience with the representative, referrals from other companies or at industry fairs, for example.

When a potential sales representative or intermediary is identified, it is important that before entering into any kind of agreement or negotiation, a due diligence analysis of the potential partner is carried out. The sales leader will be responsible for providing all the necessary information, as well as collecting the necessary information from the potential representative, so that the Legal department is able to carry out the due diligence analysis.

The Legal department must carry out a high-risk analysis, as described in the Third Party Due Diligence policy. In parallel, the Legal department must also carry out an analysis of the legislation applicable to the potential representative's region of operation, to ensure compliance with all local and international laws, as well as to avoid cases in which negotiations target countries with some kind of embargo.

The result of the Legal department's analysis should be presented to the CEO and the Commercial Director. This analysis should document all the main risks and red flags, as well as proposals for mitigating these risks, if applicable. The analysis and the activities proposed to mitigate the risks found must be approved by the CEO and the Commercial Director before any kind of agreement is made with the representative or intermediary.

Once the partner has been cleared from a legal and compliance point of view, the sales leader together with the Commercial Director and Chief Executive Officer must define the remuneration rules for the intermediary and carry out negotiations with the potential representative.

It is important that the commission rates negotiated are in line with those practiced by Mac Jee or the rates practiced by the market. Expense reimbursement agreements should be avoided, but if they are necessary, it is up to the Legal department to specify in the contract all types of reimbursable expenses, as well as the reimbursement limits for each type of expense.

Any relationship between the representative and Mac Jee must be formalized by a written agreement, approved in advance by Mac Jee's legal department. The agreement with the sales representative or intermediary must also contain anti-corruption clauses and other clauses necessary to mitigate the risk of the representative incurring any activity or expense that violates applicable anti-corruption laws and other Mac Jee guidelines, such as offering gifts and hospitality in excess of the amounts permitted by the Group. The contract must include a penalty in the event of non-compliance with any of these clauses, which is intended to protect Mac Jee.

Once the agreement has been signed with the sales representative, the sales representative's good practices manual will be given to the representative, as well as specific integration into the compliance program. The sales representative's activities will be continuously monitored to ensure that they are in line with Mac Jee's strategy and plans, as well as in compliance with applicable laws and the required standard of ethics and conduct. The due diligence review shall be valid for one year, and renewed and approved again after this period if the representative continues to provide services to Mac Jee. This analysis can also be redone at any time if situations are identified that change the initial perception of the partner, such as the emergence of new risks and red flags not previously mapped.

As the sales representatives will be representing Mac Jee and its brand, they should be trained in the Mac Jee Group's Code of Ethics and Conduct, its Anti-Corruption policy and other applicable guidelines, to avoid

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## 4.2 Payments to Sales Representatives

Payments to sales representatives are subject to the following two conditions:

- The sales representative must have a valid due diligence certificate in force at the time of payment;
- The Legal department must validate Mac Jee's legal obligation to make such a payment.
- Written agreement signed by all parties and previously approved by Mac Jee's Legal Department.
- Prior approval of the invoice by Mac Jee.

It is the responsibility of the Controller's Office and related areas, with the assistance of Mac Jee's Legal department, to implement the necessary internal controls and procedures to ensure that all payments to sales representatives:

- Go through a strict and individual review process, including the validation of supporting documentation that proves the obligation to pay the representative;
- Are supported by a valid due diligence certificate at the time of payment;
- Are duly recorded in the Mac Jee Group's accounting records;

Reimbursement payments must not be made to sales representatives who do not detail the source of the expense being reimbursed. The Controller's Office has the role of verifying payments, and preventing them from being made in cases where the expense is not properly detailed, such as in cases where the expense is described as "miscellaneous expenses", for example.

Reimbursement payments that exceed the limits allowed in the contract signed with the sales representative should also not be made. The Comptroller's Office should ask the Legal department if it has any doubts about whether any payment is obligatory and compliant..

## 5. Violations and sanctions

Any violation of the guidelines set out herein or any other internal policies and procedures of the Group, are subject to disciplinary measures by Mac Jee, in accordance with the Company's disciplinary measures policy and provided for in the Service Provider.

Reports of violations of this policy can be made directly to Mac Jee's Legal department or through the whistleblowing channel at <https://contatoseguro.com.br/macjee>. Employees are assured that under no circumstances will the author of the report be revealed, and are guaranteed total confidentiality and secrecy, both in terms of identity and the content of the report formalized through the reporting channel.

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## 6. References

- Code of Ethics and Conduct;
- FCPA (Foreign Corrupt Practices Act);
- Law No. 12.846, of August 1<sup>st</sup>, 2013;
- Anti-Corruption Policy;
- Third Party Due Diligence Policy;

## 7. Attachments

None.

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