

RAÍZEN POLICY – PLT.14

Integrity Policy

Review	Date	Amended Items	Developers	Approvers
03	07/01/2020	Complete review, amendment of the name to “Integrity Policy” and incorporation of PLT.19 - Interlocution with the Government	Natalia Simões Araújo (Corporate Legal and Compliance Manager) Victor Henrique Briotto de Mello (Junior Lawyer)	Pedro Orrico Sandrin (LD Legal Officer, Trading and Corporate and Compliance) Antonio Ferreira Martins (Legal Vice-President and Chief Compliance Officer)
02	08/30/2019	Full review	Paulo Lorite (Coordinator of Corporate Functions and Compliance)	Antonio Ferreira Martins (Legal Vice-President and Chief Compliance Officer)
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SUMMARY

1. Introduction	3
2. Definitions	3
3. Purpose	8
4. Scope	8
5. Integrity Guidelines	8
5.1. Fight Against Corruption	8
5.2. Interactions with the Government	10
5.3. Hiring Former Civil Servants	13
5.4. Bids	13

RAÍZEN POLICY – PLT.14

Integrity Policy

5.5. Money Laundering	15
5.6. Integrity Audit	16
5.7. Mergers, Acquisitions and Other Corporate Transactions	17
5.8. Contracts	17
5.9. Social Performance	18
6. Compliance Training.....	18
7. Governance and Monitoring.....	19
7.1 Compliance Area.....	19
7.2 Committees	20
7.2.1 Audit and Integrity Committee	20
7.2.2 Ethics Committee	22
7.2.3 Leadership Committee	23
7.2.4 Compliance Committee.....	25
8. Report of Violations.....	26
9. Disciplinary Measures	26
10. Related Documents	27
Annex I – Raízen Compliance Form.....	28
Annex II – Compliance Clause	30

RAÍZEN POLICY – PLT.14

Integrity Policy

1. INTRODUCTION

This Integrity Policy (“Policy”) is part of Raízen’s efforts (“Raízen” or “Company”) to reinforce its culture of ethics, integrity, transparency and compliance with the laws that guide the conduct of its business. This Policy aims to establish rules and guidelines to prevent, detect and mitigate acts of corruption and other improper conduct and must be followed by all, including shareholders, directors, officers (including statutory), managers, employees and third parties who act on behalf of and/or for the benefit of the Company. This Policy should be read and considered together with the Company’s Code of Conduct and other policies.

This Policy is subject to periodic reviews for updates, as necessary, due to changes in the regulations and/or applicable law, or also to reflect changes in the Company’s Code of Conduct and internal policies.

The Company will conduct its business in accordance with the laws applicable to its activities, and will maintain at all times the highest standards of governance, especially with regard to its relationship with the Government and Public Agents.

2. DEFINITIONS

For the purposes of this Policy, the terms indicated in this section shall have the following meanings:

Bid(s): means any administrative procedure through which the government selects the best proposal from those offered by the various interested parties, with two purposes: (i) to enter into an agreement and (ii) to obtain the best technical, artistic or scientific work.

Bribery: means any conduct (national or transnational), whether by action or omission, of giving or receiving, offering or requesting, even if the effective payment or receipt is not consummated, either directly or indirectly through the intermediation of Third Parties (service providers, class entities or any other), any amount of money or any other form of advantage for

RAÍZEN POLICY – PLT.14

Integrity Policy

the personal benefit of the agent involved and/or the third party indicated for the respective receipt, which has the purpose of an undue or inappropriate result, which would not occur were it not for the Bribery, including, for example, the granting of favors, entertainment, travel, accommodation, discount, reimbursement, gift, donation or any other form of advantage. For the purposes of this Policy, the acts described herein in relation to public and/or private agents, including foreigners, will be considered a Bribery.

Code of Conduct: means the Raízen Code of Conduct, available at <https://www.raizen.com.br/sobre-a-raizen/codigo-de-conduta>.

Committees: means the Audit and Integrity Committees, Ethics Committee, Leadership Committee and Compliance Committee, as described in item 7.2 and following.

Compliance Area: responsible area for the preparation, implementation, operationalization and continuous monitoring of the Raízen Ethics and Compliance Program, which aims at promoting respect, compliance and improvement of ethical principles that guide the decisions and conduct of employees, managers, including directors and officers (statutory or not), third parties and partners of the Company, which may be contacted by Employees and Third Parties through the e-mail compliance.raizen@raizen.com.

Compliance Clause: means the clause to be inserted in all agreements to be executed by Raízen Group with Third Parties, in accordance with the Annex II, or in substantially equivalent terms and conditions.

Compliance Training: consist of the Code of Conduct, Competition Compliance and Anti-Corruption Trainings, available in the online and/or in-person versions, according to the target audience.

Corruption: means the practice of Bribery (domestic or transnational), actively by offering a Bribery; or passively, by accepting a Bribery; either effectively, with the consummation of the

RAÍZEN POLICY – PLT.14

Integrity Policy

payment or receipt of a Bribery; or by the form attempted and not completed, by the simple offer or request for a Bribery, even if the payment or receipt does not take place.

CSC: Raízen Shared Services Center.

Employee(s): means any individual with an employment relationship with Raízen, as well as directors, managers, officers (statutory or not), trainees and interns of Raízen Group companies.

Ethical Area: means section of the intranet and the Raízen website dedicated to the disclosure of compliance policies, Code of Conduct, Ethics Channel, reporting tools, FAQs, among other ethics and compliance content.

Ethics and Compliance Program: means the set of Internal Policies, Compliance Trainings, reporting tools, Ethics Channel, auditing and all Raízen Group controls intended to ensure the conduct of the Company's business in accordance with ethics, legality and fundamental values of honesty, integrity, security, sustainability and respect for people.

Ethics Channel: means by which Raízen Group Employees and Third Parties may use to report violations to the Company's law or Internal Policies. They are: 0800- 772-4936 or canaldeetica@raizen.com.

Government: comprises the bodies and companies that are part of the direct administration, which is comprised of the entities and bodies of the Executive, Legislative and Judiciary branches, including the Public Prosecutor's Office, in all levels, whether federal, state or municipal, as well as bodies and companies that are part of the indirect administration, encompassing entities that were created with their own legal personality to perform government activities that need to have autonomy and act in a decentralized manner, being them the government agencies, foundations, regulatory agencies, public companies (entity with legal personality under private law, with creation authorized by law and with its own equity, whose capital stock is fully owned by the Federal Government, the States, the Federal District or the Municipalities) and government-controlled companies (entity with legal personality under private

RAÍZEN POLICY – PLT.14

Integrity Policy

law, with creation authorized by law, as a corporation, whose shares with voting rights belong in its majority to the Federal Government, the States, the Federal District, the Municipalities or the entity of indirect administration).

Government Relationship Area (RelGov): responsible area for coordinating Raízen's relationships with government authorities representing the Executive or Legislative Branches.

Grease Payment(s): means unofficially or legally required payment, usually of small value, made to a civil servant to initiate or continue a process that is the obligation of such civil servant to perform without any payment beyond official fees. For the purposes of this Policy, Grease Payment is understood as a Bribery, regardless of the materiality of the amounts involved.

Integrity Audit: means the process by which the CSC will check eventual non-compliance background of Third Parties (legal entities or individuals), based on information to be provided by the Third Parties for this purpose, as the Raízen Compliance Form available in Annex I to this Policy and through the use of public data search tools.

Internal Policies: means this Policy, Code of Conduct and other internal policies of Raízen.

Money Laundering: consists in hiding or concealing the nature, origin, location, disposition, movement or ownership of property, rights or values arising, directly or indirectly, from criminal breach. It may be done through one or more legitimate accounts, businesses or other channels in order to make this money or asset appear to be legitimate activities or to make it more difficult to trace its unlawful source.

Public Agents: any natural person who exercises, even temporarily, with or without remuneration, by election, appointment, designation, hiring or any other form of investiture or bond, term of office, position, employment or function in bodies and companies that are part of the direct or indirect Government.

Raízen Compliance Form: consists of the document requesting data from third parties, in

RAÍZEN POLICY – PLT.14

Integrity Policy

accordance with Annex I, to perform an integrity audit.

Raízen or Raízen Group: for the purposes of this Policy, means Raízen Combustíveis S.A., Raízen Energia S.A. and Raízen S.A. and all legal entities in which the above mentioned have equity or equivalent interests that guarantee them the right to elect the majority of the managers and define the conduction of the business strategies of the said legal entities. All references to “Raízen” or “Raízen Group” include not only the legal entities abovementioned, but also all the employees of the Raízen Group.

Third Party(ies): suppliers and providers of goods and services, representatives, intermediary agents, attorneys-in-fact, technical consultants, brokers, external providers, independent brokers, real estate and/or all those who have the capacity to represent a company of the Raízen Group or act for their benefit or interest.

RAÍZEN POLICY – PLT.14

Integrity Policy

3. **PURPOSE**

The purpose of this Policy is to guide and engage all Employees and Third Parties in the prevention of the practice of Corruption, Bidding fraud, Money Laundering and any other wrongdoing or breaches of the guidelines of the Internal Policies and of the applicable law to the activities of the companies of the Raízen Group, as well as to direct the adoption of good practices by the Employees and Third Parties, in order to strengthen the environment of ethics and integrity of Raízen.

4. **SCOPE**

This Policy covers all areas, units, businesses and functions of the Raízen Group and applies to all Employees and Third Parties.

It is also applicable to all companies whose direct or indirect controlling interest is of any of the companies of the Raízen Group, as well as to joint ventures in which any of the companies of the Raízen Group is formally designated as operator. For companies where there is no direct or indirect controlling interest and/or joint ventures not operated by any of the companies of the Raízen Group, the representative of Raízen in these entities should seek to influence the adoption of this Policy or, if not possible, principles specifically equivalent.

In geographic terms, this Policy applies to Raízen Group Employees and Third Parties located in Brazil and abroad, regardless of the jurisdiction/country in which they perform any act on behalf of the Raízen Group, whether or not there is representation of the Raízen Group in such jurisdiction/country, without any distinction.

RAÍZEN POLICY – PLT.14

Integrity Policy

5. INTEGRITY GUIDELINES

5.1 FIGHT AGAINST CORRUPTION

The practice of Corruption, for being a crime provided for in the Brazilian law and in several other jurisdictions where the Raízen Group acts, is firmly forbidden to the Internal Policies of the Raízen Group. Thus, when acting under any form of representation of the Raízen Group, whether it is direct or indirect, no Employee or Third Party, legal entity or individual, must under any whatsoever circumstance:

- (i) Offer, accept, request or pay, directly or indirectly, a Bribery or Grease Payment;
- (ii) Use social performance initiatives, such as charitable donations, sponsorship, social investments or the practice of offering/accepting gifts, entertainment and/or hospitality, as a way to obtain or allow an improper advantage to be obtained from third parties, whether public or private entities; or
- (iii) Use Third Parties, whether agents, attorneys-in-fact, service providers in general and/or class or representative entities to, even if indirectly, offer or accept Bribery or Grease Payments.

In order to strengthen an environment of ethics and respect for the laws and regulations applicable to the business of the Raízen Group, when acting under any form of representation, whether direct or indirect, Employees and Third Parties, legal entities or individuals, must always:

- (i) Be careful when offering, giving, requesting or receiving gifts or hospitality, in order to ensure that they are not (a) influencing any decision process or (b) being delivered/received as a reward for the practice or abstention from the practice of any act that directly or indirectly benefits any entity belonging to the Raízen Group and/or the legal entity or individual involved in the practice or abstention from the practice of

RAÍZEN POLICY – PLT.14

Integrity Policy

the act. The realization of expenses as institutional representation, including the offer and receipt of gifts and hospitality, is a corporate practice commonly accepted and by itself, when made under the precautions provided herein, are not prohibited. The Code of Conduct and the Ethical Area contains further guidance on the practice of offering and accepting gifts and hospitality, as well as their reporting, and should serve as a reference in case of doubt. **In a nutshell, the rule is that we consider acceptable gifts (whether of one or more items) of a value not exceeding one hundred reais (BRL 100.00); meals of a value not exceeding two hundred reais (BRL 200.00) per person; invitations for occasional events, not exceeding four hundred reais (BRL 400.00) per person and not extending for a period exceeding one (1) day (occasional, in this case, means no more than three times a year with the same business partner). Gifts and hospitalities with values higher than those indicated must be reported in the Gift and Hospitality Reporting Tool available on the Intranet;**

- (ii) Consult your supervisors or immediate managers in case of doubt regarding the acceptance or offer of gifts, hospitality, entertainment or any other good or value to or from Third Parties, as well as report the offer or receipt before it is made in the Gift and Hospitality Reporting Tool available in the Ethical Area; and
- (iii) Check the good standing of beneficiaries of social performance initiatives, through an Integrity Audit to be performed on demand by Raízen's Compliance Area, as well as formalize the initiative and its purpose through a donation, sponsorship or other written instrument, according to Internal Policies and Procedures and with the inclusion of a Compliance Clause.

5.2 INTERACTIONS WITH THE GOVERNMENT

Raízen demands and expects that all interactions with the Government and Public Agents occur in an ethical, transparent manner, in accordance with the applicable law and comply with the following guidelines:

RAÍZEN POLICY – PLT.14

Integrity Policy

- (i) The relationship with Public Agents must be ethical, professional, friendly and transparent, with clear and direct communication, avoiding doubtful interpretations;
- (ii) In case of communication by e-mail or cell phone, only corporate e-mail or cell phone should be used. The activities carried out by cell phone should be formalized later by e-mail.
- (iii) The meetings with Public Agents should be preceded by an express and clear definition of their agenda;
- (iv) The meetings with Public Agents must be held by people trained for this purpose, who are up to date with the Anti-Corruption Training(s) assigned to them and will necessarily have the participation of at least two (2) Employees or Third Parties representing Raízen;
- (v) The Employees and Third Parties who have interactions with Public Agents shall keep clear and accurate records (minutes of meetings or written formalization of other types of interaction that may lead to decision making). In the case of meetings, the minutes must contain at least the name of all participants, date, time and place of the meeting, as well as a brief summary of the subjects covered and any other relevant information. Such records may be produced by the Public Agents themselves with whom the meeting or interaction took place or, failing that, by the Employee or Third Party, and divided with the Public Agents who attended the meeting or with whom the interactions took place, or with the group leader. Such records must necessarily be made available in the appropriate reporting tool on the Intranet Ethical Area within fifteen (15) business days from the date the meeting took place;
- (vi) In the case of monitoring of Public Agents in inspections and *in loco* visits, Employees and Third Parties should only provide exclusively technical and operational information submitting the documents required by the authority;

RAÍZEN POLICY – PLT.14

Integrity Policy

- (vii) Procedures to obtain and renew licenses, permits and government authorizations must follow a clear and transparent procedure from the competent public agency and must be carried out by people who are up to date with the Anti-Corruption Training(s), being expressly prohibited the payment of any fee, for any reason, not provided for in applicable laws and regulations, and it is hereby assured that all questions must be answered officially and be supported with any technical and/or legal arguments as they might be required;
- (viii) Always avoid interactions with Public Agents that may seem suspicious or suggest the practice of irregularities;
- (ix) If the Employee understands that the meeting with a Public Agent does not follow the defined agenda or discussions have started on subjects that may generate uncertain interpretation, he or she should ask to record in minutes his or her departure from the meeting and withdraw, besides reporting the event to his or her manager and to the Compliance area;
- (x) The hiring of any Third Party to provide services that have as purpose or part of its scope the interaction with the Government and/or Public Agents must be preceded by an Integrity Audit, to be performed on demand by Raízen's Compliance Area, as well as the formalization of an agreement with a Compliance Clause; and
- (xi) The meetings with Public Agents shall be obligatorily held in bodies, departments or appropriate public buildings, in business hours or during shifts duly provided for in the bodies functioning standards. Alternatively, such meetings may be held virtually, respecting, in these cases, the same guidelines referred to in this Policy.

With respect to the guidelines indicated in the items above, in view of the Company's

RAÍZEN POLICY – PLT.14

Integrity Policy

recognition of the need for more recurrent contacts with Public Agents, the RelGov Area is waived with the items below for day-to-day interactions, but should observe them whenever the meeting or other interaction implies decision making or if, for any reason, the representatives of the RelGov Area think that these items should be applied:

- 1) Item (ii), regarding the subsequent formalization by e-mail of the activities carried out by cell phone;
- 2) Item (iii);
- 3) Item (iv), regarding the participation of at least two (2) Employees or Third Parties representatives of Raízen in any meeting with Public Agent;
- 4) Item (v); and
- 5) Item (xi).

5.3 HIRING FORMER CIVIL SERVANTS

Contracts with companies that have in their corporate structure former civil servants who have held positions of president, vice-president, officer or equivalent, of government agencies, public foundations, public companies or government-controlled companies, or even, former occupants of positions or jobs whose exercise provided access to privileged information capable of bringing economic or financial advantage to themselves or to a third party shall be preceded by an Integrity Audit and check of adequate compliance with the quarantine period of six (6) months by the former civil servant, according to the guidelines set forth in the Brazilian Anti-Corruption Law (Law No. 12,846/2013).

5.4 BIDS

Business opportunities arising from Bids shall always be conducted by Employees and Third Parties in strict compliance with the ethical and compliance parameters established by Raízen's Code of Conduct and this Policy, as follows:

RAÍZEN POLICY – PLT.14

Integrity Policy

- (i) Any proposals presented in Bids must follow technical parameters consistent with the prices practiced by Raízen in situations similar to the current Bid;
- (ii) The documents to be submitted in Bids must be previously analyzed by the Legal Department;
- (iii) The formation of consortiums for participation in Bids must be preceded by analysis by the Legal Department;
- (iv) Raízen Group's participation in Bids, as well as the proposal terms and any materials to be submitted for participation in the Bid must be kept confidential, being its access only accessible to Employees and Third Parties directly involved in the Bid;
- (v) In meetings with potential bidders, when requested by the bidding entity or for discussion of consortiums, it shall be preceded by a defined agenda and subsequent formalization of the minutes, with the matters discussed and decisions taken in the meeting, observing the obligation of the registration of said minutes in an adequate tool, in case of administrative agreements, according to the topic of Interaction with the Government provided in this Policy;
- (vi) In case of administrative agreements executed with the Government, after the document is signed, Raízen will adopt measures to monitor and control the execution of the agreement, with the purpose of preventing eventual frauds and unlawful acts. In order to exercise the function of “contract manager”, Employees with adequate technical capacity and with the Compliance training in force will be designated, being mandatory the registration of all documents from the contract execution in their own directory in the Legal Department platform; and

RAÍZEN POLICY – PLT.14

Integrity Policy

- (vii) The hiring of former Public Agents for technical support in Bidding must be avoided or, when necessary, must be preceded by an Integrity Audit, to be conducted on demand by the Compliance Area, as well as the formalization of an agreement with a Compliance Clause.

5.5 MONEY LAUNDERING

It is the duty of Raízen Employees and Third Parties to ensure that Raízen is not involved in Money Laundering activities, and it is up to them to ensure the legality and good practices in carrying out financial transactions. The following are considered suspicious conducts, and should be carefully evaluated by the Employees and Third Parties:

- (i) Recurring financial transfers or large amounts with no previous background or justifiable increase;
- (ii) Unusual or suspicious identification documents that cannot be promptly checked;
- (iii) Attempts to receive or make payments in cash or its equivalent, such as bank checks;
- (iv) Attempts to make payments through financial transfers or third-party checks, without any apparent link with the Third Party;
- (v) Transactions that are made through unknown or unnecessary intermediaries;
- (vi) Reluctance to provide additional information, including third party identification/registration information, or to provide clarifications for proper registration of transactions when necessary; and
- (vii) Registration number (such as Corporate Taxpayers' Registry (CNPJ)) different from a previously used number.

RAÍZEN POLICY – PLT.14

Integrity Policy

5.6 INTEGRITY AUDIT

All hiring of Third Parties that involve in the scope of their services the interaction with the Government, as well as all hiring from the Trading area, internal and external market, must be preceded by an Integrity Audit, to be conducted by the Compliance Area on demand.

For the Integrity Audit of all Third Parties whose services involve interaction with the Government, the hiring area must request the Raízen Compliance Form duly completed and forward it to the CSC at least 10 business days prior to the hiring of the Third Party. If no findings of non-compliance are identified, the Third Party will be approved to start the relationship with Raízen.

In the event of findings of non-compliance related to the Third Parties, the CSC will send the report to the Compliance Area for risk assessment and, therefrom, approval of the relationship without restrictions, approval with restrictions or disapproval of the Third Party's hiring.

The hiring of Third Parties whose services involve interaction with the Government, the Integrity Audit will be performed according to the Supply Policy – PLT 02 and the Procurement, Equipment, Materials and Services Procedure - PR.FIN.C05.

The Integrity Audits of the Trading area will be conducted according to the Reputational/Legal Counterparty Risk Analysis Procedure – PR.JUR A11.

Regardless the Third Party contracting requests or not Integrity Audits under this Policy, the Employees responsible for hiring, or who interact with Third parties in the scope of their functions, must always ensure that Third parties comply with the Internal Policies and applicable law to their activities and the services/products to be provided to Raízen.

RAÍZEN POLICY – PLT.14

Integrity Policy

5.7 MERGERS, ACQUISITIONS AND OTHER PARTNERSHIPS

Any merger, acquisition, or partnership process in general by the Company should include, prior to its conclusion, an integrity audit coordinated by the Company's legal department together with the Compliance area in order to identify whether the target company, its members, directors and officers (including statutory), have been or are involved in claims or investigations of corruption or other criminal or unethical conduct, as well as whether they have integrity programs for the prevention, detection and remediation of corruption risks in accordance with the Anti-Corruption Law and related law. Specialized external support may be engaged if the legal department or the Compliance Area deems it necessary.

The provisions contained in this Policy must be observed together with the other guidelines inherent to the matter contained in the Merger and Acquisition Procedure and related documents.

5.8 CONTRACTS

All contracts executed by Raízen must contain a Compliance Clause, according to the model in Annex II of this Policy or in specifically equivalent terms, remaining clear Raízen and Third Parties' commitment with the applicable law to the purpose of the agreement and its activities.

RAÍZEN POLICY – PLT.14

Integrity Policy

5.9 SOCIAL PERFORMANCE

All demands for donations, sponsorships and social investments must be preceded by an Integrity Audit, to be conducted by the Compliance Area on demand, as well as be formalized in a Compliance Clause instrument.

Additionally, all donations, sponsorships and social investments demands must be approved according to the Manual of Authorities for said demand and must be formalized according to the applicable manuals, available at Raízen intranet.

No Employee shall make charitable donations or conduct any other social performance initiatives with resources and on behalf of Raízen with the objective of obtaining improper or personal advantage.

Additionally, it is the duty of the Employees to ensure that donations and any other social performance initiatives benefit Third Parties that share and comply with Raízen's principles of ethics and compliance, as well as Internal Policies.

6. **COMPLIANCE TRAINING**

All Employees and, as applicable, Third Parties shall meet the calls for Compliance Training, within the deadlines and parameters established in such calls and in the Compliance Training Management Policy.

Employees who have not conducted the Compliance Training in due time and according to the established parameters will be listed to be shared with the President and Vice Presidents of Raízen, as well as are subject to disciplinary measures and interruption of access to Raízen systems.

RAÍZEN POLICY – PLT.14

Integrity Policy

Third parties who are called to perform the Compliance Trainings and do not perform them in the established period and parameters, before the exercise of their functions in favor of Raízen, will be subject to contract termination.

7. GOVERNANCE AND ONGOING MONITORING

7.1. COMPLIANCE AREA

The Compliance Area is responsible for the effective implementation and operation of Raízen's Ethics and Compliance Program, as defined by the Committee.

The Compliance Area has the following duties:

- (i) To promote and ensure the adoption of the best practices of ethics and compliance;
- (ii) Ensure that the guidelines of the Ethics and Compliance Program are accessible to all employees and relevant third parties of the Company;
- (iii) To map the Company's compliance risks, keeping the Committees updated;
- (iv) To propose policies, procedures and conduct recommendations to the Committees;
- (v) To ensure full compliance with the guidelines of the Ethics and Compliance Program;
- (vi) To ensure the implementation of internal controls that mitigate the Company's compliance risks;
- (vii) To develop and manage the Company's compliance training;
- (viii) To develop communications and internal actions related to compliance issues;
- (ix) Supporting the management of the Ethics Channel by Raízen's internal audit, ensuring the regular investigation of complaints, adoption of disciplinary measures and other measures proposed by the Ethics Committee for the complaints substantiated; and
- (x) To report its activities quarterly, or at any time, to the Audit and Integrity Committee.

RAÍZEN POLICY – PLT.14

Integrity Policy

The Compliance Area is directly or indirectly linked to the Corporate and Compliance Officer and will be comprised of at least two (2) employees with exclusive dedication and qualification in the legal area, internal controls and/or auditing. This area is not linked or subordinated to the Company's business areas.

7.2. COMMITTEES

The Company also has Committees dedicated to the supervision and monitoring of compliance with the Ethics and Compliance Program, as well as advising the Raízen's Board of Directors.

7.2.1. Audit and Integrity Committee

The Audit and Integrity Committee is the advisory body directly linked to the Board of Directors, of a permanent nature, governed by the provisions of the Shareholders' Agreement, as well as by its Internal Regulation.

The Audit and Integrity Committee reports to Raízen's Board of Directors in order to ensure its independence from the Company's board of officers. These are among its duties:

- (i) to propose an integrated audit plan, which should require periodic internal auditing;
- (ii) ensure independence for the maintenance and improvement of internal controls and compliance, with immediate notice to the Audit and Integrity Committee in case of significant deficiencies;
- (iii) to propose, for adoption by the Board of Directors, improvements in internal controls and compliance for the Company, as a result of the identification of any deficiencies identified or notified by the Committees;

RAÍZEN POLICY – PLT.14

Integrity Policy

- (iv) to report to the Board of Directors: (a) the strength of internal controls and compliance in each area audited in previous reports; (b) any material deficiency in internal controls and compliance, its consequences and status; and (c) the strength of the control structure to ensure compliance in general, including reporting requirements (including the Sarbanes-Oxley Act);
- (v) ensuring that internal auditors conduct each internal audit in accordance with the internal audit methodology adopted by the Board of Directors;
- (vi) to monitor and review the independence and objectivity of external auditors and the effectiveness of audit processes;
- (vii) to review arrangements whereby the Company's staff may raise observations on possible improprieties in the performance of its transactions in order to ensure that the arrangements in effect allow for a proportional and independent investigation and follow-up actions;
- (viii) to review material business control incidents, as well as the Company's control structure;
- (ix) regularly report to the Board of Directors, at least twice a year, control incidents in the Company's business, including material breaches of the Code of Conduct, Business Principles, Human Resources Policies, among other Policies adopted from time to time by the Company, and such incidents reported to the Board of Directors must be immediately reported to the Company's shareholder representatives;
- (x) by December 31st of each year, issue to each shareholder a written guarantee confirming the extent of the Company's compliance with the control structure and with the Code of Conduct, Business Principles and other Policies adopted by the Company from time to time; and
- (xi) other duties necessary for the achievement of the Audit and Integrity Committee's objective.

RAÍZEN POLICY – PLT.14

Integrity Policy

The Audit and Integrity Committee is comprised of two (2) members among the members of the Company’s Board of Directors, who are appointed by Cosan S.A. Indústria e Comércio (“Cosan”) and Shell Brazil Holding B.V. (“Shell”), equally, in addition to the other members invited by the Board of Directors.

The meetings of the Audit and Integrity Committee take place whenever necessary and at least twice (2) each fiscal year: (a) among themselves; (b) with the Board of Directors; (c) with the Company’s independent auditors; and (d) with the Company’s executives responsible for internal audit.

7.2.2. Ethics Committee

The Ethics Committee is an advisory body, directly linked to the Company’s Audit and Integrity Committee, of a permanent nature, governed by its Internal Regulation.

The Ethics Committee reports to Raízen’s Audit and Integrity Committee, in order to ensure its independence from the Company’s board of officers. These are among its duties:

- (i) to monitor the effectiveness of the process of investigating complaints of breach of the Code of Conduct and other policies and procedures related to the Company’s internal audit;
- (ii) to monitor the effectiveness of the application of disciplinary measures in cases of substantiated complaints, as well as the adoption of additional measures that may be applicable;
- (iii) report to the Audit and Integrity Committee failures to comply with the Code of Conduct and other policies related to it; and
- (iv) other duties necessary for the achievement of the Ethics Committee’s objective.

The Ethics Committee is comprised of five (5) members, who will be appointed by the

RAÍZEN POLICY – PLT.14

Integrity Policy

Audit and Integrity Committee, and meets whenever necessary and at least (i) once (1) each month, among themselves; and (ii) twice (2) each fiscal year with the Audit and Integrity Committee.

7.2.3. Leadership Committee

The Leadership Committee is an advisory body, directly linked to the Audit and Integrity Committee, of a permanent nature, responsible for guiding the supervision and monitoring of compliance with the Raízen's Ethics and Compliance Program, governed by its Internal Regulation.

The report of the Leadership Committee is made to Raízen's Auditing and Integrity Committee, so as to ensure its independence from the Company's board of officers. These are among its duties:

- (i) to monitor and ensure that all employees, directors, officers, agents, representatives, service providers, suppliers, distributors and other individuals and entities, who directly contribute to the transactions of the Company and its subsidiaries, comply with the Raízen's Code of Conduct, including with respect to compliance with the following:
 - (a) the principles established in the Code of Conduct;
 - (b) the policies related to the protection of assets and use of intellectual property;
 - (c) all laws protecting competition;
 - (d) all practices related to anti-corruption and anti-money laundering, including those provided for in Brazilian Laws 12,846/2013 and 12,683/12, the United States Foreign Corrupt Practices Act and the UK Bribery Act and Decrees No. 4,410/2002 (Inter-American Convention against Corruption) and 5,687/2006 (United Nations Convention against Corruption);
 - (e) policies related to conflicts of interest, related-parties transactions and the exchange of gifts and hospitalities;
 - (f) policies related to the use of privileged information, including the performance of transactions with shares and securities issued by the Company, its shareholders and/or its affiliates and entities with which the Company, its shareholders and/or its affiliates have significant business relations;
 - (g) policies related to the disclosure of general information and financial

RAÍZEN POLICY – PLT.14

Integrity Policy

- statements; (h) policies related to the preparation of financial statements, reports and accounting practices; (i) policies related to the registration and filing of information, documents, etc.; (j) policies related to the political position of the Company and its subsidiaries, donation to politicians, and guidelines for the participation of employees, representatives and other agents in political parties and campaigns; (k) policies related to safety, environment, health and human resources; and (l) the remediation and sustainable development plan;
- (ii) to propose the best practices for the Ethics and Compliance Program, including the structure of the Compliance Area, its tools and processes, as well as improvements in the Company's internal controls to remedy any deficiencies identified with respect to the duties described in item "(i)";
 - (iii) to give an opinion on the Company's Code of Conduct and other policies related to it, including, without limitation, the policies aimed at fight against corruption and money laundering, competitive compliance, donations and sponsorships;
 - (iv) to clarify to the Audit and Integrity Committee doubts about the incidence or interpretation of the provisions of the Code of Conduct and other policies related to it, as well as the topics of its competence, the law and applicable regulations;
 - (v) to monitor the implementation of the Company's Ethics and Compliance Program initiatives and propose actions and improvements for the ongoing development of such initiatives; and
 - (vi) other duties necessary for the achievement of the Leadership Committee's objective.

The Raízen Group's Leadership Committee is comprised of four (4) permanent members: Vice-President of Legal and Compliance, Vice-President of Finance, Vice-President of Human Resources and Legal and Compliance Officer, and other invited members.

The Leadership Committee meetings are held whenever necessary and at least (i) six (6) times each fiscal year with each other, preferably on a bimonthly basis; and (ii) once (1) each fiscal year with the Audit and Integrity Committee.

RAÍZEN POLICY – PLT.14

Integrity Policy

7.2.4. Compliance Committee

The Compliance Committee is a multidisciplinary body of permanent nature, presided by the Corporate and Compliance Officer, with focus on the promotion of ethics and compliance topics in Raízen's business areas, governed by its Internal Regulation.

The Compliance Committee reports to Raízen's Audit and Integrity Committee, in order to ensure its independence from the Company's board of officers. These are among its duties:

- (i) spread the culture of ethics in the Company, acting as a disseminating agent of Raízen's Code of Conduct, and other internal policies and procedures related to the Ethics and Compliance Program, replicating and implementing in the business areas the decisions made by the Committees;
- (ii) to give an opinion from the perspective of the business areas on the Company's Code of Conduct and other policies related to it, including, without limitation, the policies aimed at fight against corruption and money laundering, competitive compliance, donations and sponsorships;
- (iii) to map eventual opportunities for improvement in the initiatives of the Ethics and Compliance Program with respect to each business of the Company;
- (iv) to collaborate with the development of communication campaigns on ethics and compliance topics, as well as map and enable communication channels to execute campaigns in each business area;
- (v) to monitor the performance of the business areas with respect to the indicators of the Ethics and Compliance Program;
- (vi) to promote the acceptance of the business areas to the Compliance Training, reporting tools and other initiatives of the Compliance Area;
- (vii) to propose debate and evaluation of ethics and compliance topics related to the business areas;

RAÍZEN POLICY – PLT.14

Integrity Policy

- (viii) to propose improvements in the Company's internal controls to remedy any deficiencies identified with respect to the business areas; and
- (vii) other duties necessary for the achievement of the Compliance Committee's objective.

The Compliance Committee is comprised of up to twenty (20) N3-level members, appointed by the Company's Vice-Presidents, representing the business areas and function of the company.

The Compliance Committee meetings are held whenever necessary and at least (i) six (6) times each fiscal year with each other, preferably on a bimonthly basis; and (ii) once (1) each fiscal year with the Audit and Integrity Committee.

8. REPORT OF VIOLATIONS

Any and all violation to this Policy, other Raízen's Internal Policies and applicable law must be reported in the Raízen's Ethics Channel (0800-772-4936 or canaldeetica@raizen.com), without prejudice to the direct and simultaneous involvement of the Compliance Area, internal audit and legal department of Raízen.

Raízen will not tolerate any type of retaliation against any person, internal or external, who reports in good faith a violation or suspected violation of any applicable law and/or Internal Policy, including this Policy.

9. DISCIPLINARY MEASURES

Raízen Group Employees (including directors, managers, officers and statutory officers) involved in unlawful practices or violations of Raízen's Internal Policies are subject to disciplinary measures, ranging from warnings to dismissal, including for cause, as well as communication by Raízen of any violations to the competent authorities for civil and criminal liability, when applicable.

RAÍZEN POLICY – PLT.14

Integrity Policy

Third Parties engaged in unlawful practices or violations of Raízen's Internal Policies are subject to termination of contract with cause, complaint to the competent authorities for civil and criminal liability, as applicable.

10. RELATED DOCUMENTS

This Policy should be read and interpreted together with the following documents:

- Code of Conduct
- Institutional Relationship Policy – PLT 03
- Social Performance Policy – PLT 10
- Competition Compliance Policy – PLT 17
- Supply Policy – PLT 02
- Compliance Training Management Policy – PLT 20
- Reputational/Legal Counterparty Risk Analysis Procedure – PR.JUR A11
- Donation Procedure
- Sponsorship Procedure
- Social Investment Procedure
- Procurement, Equipment, Materials and Services Procedure - PR.FIN.C05
- Mergers and Acquisitions Procedure – PR.FIN.F01
- Compliance Committee Regulations
- Ethics Committee Regulations
- Leadership Committee Regulations
- Audit and Integrity Committee Regulations
- Manual of Authorities (MOA)

RAÍZEN POLICY – PLT.14

Integrity Policy

ANNEX I – RAÍZEN COMPLIANCE FORM

Raízen, in order to improve its Ethics and Compliance Program in its relations with third parties, requests the completion of this Form, in English, by all companies that intend to maintain a business relationship with Raízen.

The Company declares that the information provided below is true and complete.

Raízen Compliance Form				
1. Organization				
1.1 Counterparty				
Corporate Name		Corporate Taxpayers' Registry (CNPJ)		
Trade Name		Country		
Line of Business				
1.2. Managing Director (CA)/ Executive Officer (DE)				
	Full name	Individual Taxpayers' Registry (CPF)	ID Card	Nationality
<input type="checkbox"/> CA <input type="checkbox"/> DE				
<input type="checkbox"/> CA <input type="checkbox"/> DE				
<input type="checkbox"/> CA <input type="checkbox"/> DE				
<input type="checkbox"/> CA <input type="checkbox"/> DE				
<input type="checkbox"/> CA <input type="checkbox"/> DE				
<input type="checkbox"/> CA <input type="checkbox"/> DE				

2. Shareholders			
2.1 Individual			
Full name	Individual Taxpayers' Registry (CPF)	ID Card	Nationality
2.2 Legal Entity			
Corporate Name	Corporate	Country	% of Interest

RAÍZEN POLICY – PLT.14

Integrity Policy

	Taxpayers’ Registry (CNPJ)		

3. Ultimate Beneficial Owner			
3.1 Ultimate Beneficial Owner is an Individual <input type="checkbox"/>			
Full name	Individual Taxpayers’ Registry (CPF)	ID Card	Nationality
3.2 There is no Ultimate Beneficial Owner <input type="checkbox"/>			

RAÍZEN POLICY – PLT.14

Integrity Policy

ANNEX II – COMPLIANCE CLAUSE

Companies that agree to adhere to the Raízen’s Code of Conduct:

“The Parties hereto declare and undertake to comply with all laws, rules, regulations, agreements and conventions applicable to this Instrument and its activities, in particular the law to defend competition and to fight against money laundering and corruption, as well as to act with honesty, loyalty, integrity and good faith, avoiding conflicts of interest under this Instrument.

Additionally, the [COMPANY] undertakes to comply with and respect RAÍZEN’s Code of Conduct available on the website www.raizen.com.br, especially the Business Principles indicated therein, which [COMPANY] declares to be aware of, including without limitation, the prohibition of any form of slave, forced or analogous work, child labor, the preservation of the environment, the fulfillment of health and safety rules at work, as well as the respect for consumers, employees, service providers and the communities established in the places where the parties develop their activities.

Without prejudice to the applicable law, the Parties undertake not to give or receive, offer or request, directly or indirectly, to anyone, payment or benefit that creates an improper advantage or unlawful practice.

For the purposes of this agreement, “improper advantage” is deemed to be the personal benefit of entities or persons whose purpose is an undue or inappropriate result, which would not occur if it were not for the improper advantage.

Any breaches of the applicable laws to the activities of the Parties, this Instrument and the Raízen’s Code of Conduct should be reported on the Raízen’s Ethics Channel by phone (0800-7-724936) and e-mail (canaldeetica@raizen.com).

RAÍZEN POLICY – PLT.14

Integrity Policy

The Agreement may be terminated immediately, regardless of prior notice, in the event of non-compliance with any of the provisions of this Clause.”

Companies that **do not** agree to adhere to the Raízen’s Code of Conduct:

“The Parties hereto declare and undertake to comply with all laws, rules, regulations, agreements and conventions applicable to this Instrument and its activities, in particular the law to defend competition and to fight against money laundering and corruption, such as the laws No. 12,529/2011, 9,613/1998, Brazilian 12,846/2013, the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, as well as to act with honesty, loyalty, integrity and good faith, avoiding conflicts of interest under this Instrument.

Additionally, the Parties declare that they have their own Codes of Conduct and Policies, with provisions aimed at conducting their business in an honest, ethical, sustainable manner and including without limitation, the prohibition of any form of slave, forced or analogous work, child labor, the preservation of the environment, the fulfillment of health and safety rules at work, as well as the respect for consumers, employees, service providers and the communities established in the places where the parties develop their activities.

Without prejudice to the applicable law, the Parties undertake not to give or receive, offer or request, directly or indirectly, to anyone, payment or benefit that creates an improper advantage or unlawful practice.

For the purposes of this agreement, “improper advantage” is deemed to be the personal benefit of entities or persons whose purpose is an undue or inappropriate result, which would not occur if it were not for the improper advantage.

RAÍZEN POLICY – PLT.14

Integrity Policy

Any breaches of the applicable laws to the activities of the Parties, this Instrument and the Raízen's Code of Conduct should be reported on the Raízen's Ethics Channel by phone (0800-7-724936) and e-mail canaldeetica@raizen.com).

The Agreement may be terminated immediately, regardless of prior notice, in the event of non-compliance with any of the provisions of this Clause.”