

Title: COMPLIANCE POLICY				
Area: Compliance			Approver: Board of Directors	
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1. OBJECTIVE

This policy aims to promote good compliance practices throughout all levels of the company, championing the importance of displaying proper professional behavior as described in the Code of Conduct, corporate policies, internal standards and applicable business legislation.

This policy seeks to establish transparent compliance guidelines within MRV&Co by clearly defining the respective directives, roles and responsibilities.

2. SCOPE

The current policy encompasses all businesses within the MRV&Co, as well as all staff members, on any executive level. Compliance with this policy strengthens the

company's ethical, governance and efficiency standards, in addition to preserving the company's reputation and professional respect.

3. MRV&CO INTEGRITY PROGRAM

The MRV&Co Integrity Program aims to guarantee that businesses within MRV&Co is carried out in accordance with the highest ethical and transparency standards from daily activities to business dealings.

Therefore, this program establishes a set of procedures and controls aiming to prevent, detect and respond to the risks associated with irregular conduct that may jeopardize or contradict the Code of Conduct, corporate policies, internal processes and applicable business legislation.

The foundations upon which the MRV&Co Integrity Program are built are:

- Recognizing and managing compliance risks
- Commitment to integrity
- Effective compliance management
- Clear rules: Code of Conduct, corporate policies and processes
- Know your third-party service providers and partners (due diligence)
- Internal controls and monitoring
- Communication and training
- Confidential Communication Channel and administrative and disciplinary measures

All MRV&Co staff members and stakeholders must comply with the Integrity Program. In an effort to detail and foster good compliance practices with any interested individual and the general public, complete information on the MRV&Co Integrity Program can be accessed at the following link:

<http://www.mrv.com.br/institucional/en/mrv/integrity-program>

4. COMPLIANCE DEPARTMENT STRUCTURE

The structure of the Compliance Department is directly linked to the Administrative Board, has unrestricted access to senior management and autonomy on business dealings throughout any department within the company and MRV&Co stakeholders, in order to guarantee impartiality in overall operations and controls.

The Compliance Department structure is made up of analysts, coordinators, executive management, with supervision and compliance officers. In order to maintain

independence, Compliance Department reports are handed in directly to the Ethics Committee and Administrative Board.

4.1. Compliance Department Duties

The Compliance Department's main role is to implement and develop the Integrity Program, in addition to guaranteeing other roles such as: preventative measures, standards, education, monitoring and control, consulting and deliberation.

As regards preventative measures, the object is to identify, evaluate and respond to any risks of integrity and to combat irregular conduct and corruption that may result in material damages or company image issues. The department is also responsible for carrying out due diligence on suppliers, third-party service providers and partner companies seeking to prevent any risks to corruption or reputation, as regards the public.

The department also serves as a guide in the creation and revision of corporate policies, support in the creation and/or improvement of processes and standards that ensure ethical practices and integrity in business dealings throughout all departments. In education, the department aims to promote clear communication and foster improvement in the form of periodic training courses on the Integrity Program, Compliance policies and the MRV&Co's Code of Conduct among all staff members and stakeholders.

The department participates in monitoring and controls, aiming to guarantee and improve the structure of internal controls of the main risks to integrity in order to ensure efficient management, in addition to carrying out analyses and dealing with issues that may arise due to conflicts of interest and receiving gifts, hospitality and entertainment.

The department participates in a consulting capacity and is responsible for clarifying any issues and supporting staff members and stakeholders in the application of the rules of the Code of Conduct, policies, processes and overall standards, as regards ethics and compliance, in addition to pointing out areas in which development or revision of processes/procedures may be necessary.

The area may be called upon for deliberation on official statements recommending how to deal with due diligence issues, ethical issues or in cases of irregularity or corruption. In critical situations, the Compliance Department will present official reports to the Ethics Committee, that will be responsible to evaluate and deliberate on how to deal with proven cases, as well as what disciplinary measures, if any, should be taken.

In order to carry out its duties, the Compliance Department may solicit a number of departments to share reports, documents, e-mails and any other necessary information to properly carry out compliance investigations.

4.2. Ethics Committee Duties

The Ethics Committee is a board created to consult, deliberate and encourage improvements, set up to support the Compliance Department in the effective execution of the MRV&Co Integrity Program.

This committee is made up of five board members, headed by a compliance officer, as well as a chairperson; the Board will evaluate official reports on risks to integrity, inappropriate conduct and infractions to internal standards that have been identified by Compliance Department staff and will decide what actions shall be taken and what disciplinary measures should be applied. The board will also shed light on any issues and concerns as to the interpretation of internal documents, resolve conflicts of interest, in addition to support the Administrative Board, when and if required.

5. COMPLIANCE DEPARTMENT INTERACTION WITH OTHER DEPARTMENTS

The Compliance Department maintains connections with a variety of departments to foster the effective use of the company's Integrity Program and overall compliance directives. As such, the following is a list of the main departments of interest and the principal guidelines of interaction.

- Internal auditing is responsible for handling the Confidential Communication Channel in carrying out investigations, gathering information, providing support for investigations as a result of due diligence, in addition to indicating any areas where improvements to the Integrity Program may be implemented.
- The Legal Department is in charge of providing legal assistance and carrying out any legislation and regulations applicable to the business that may impact the Integrity Program, oversee and include an anti-corruption clause within contracts, report to any Legal departments as regards legal issues and criminal cases, support investigations and offer orientation on the applicable disciplinary measures in cases of non-compliance.
- Human Development is responsible for assisting in the creation and implementation of training programs on the Integrity Program policies and standards,

administering ethical profiling services during the hiring process and offer support in applying disciplinary measures in cases of non-compliance.

- Internal Communications is in charge of supporting the creation of a clear communication plan as regards the Integrity Program, handling communication and compliance issues, supporting communication with distinct public targets and handling the drawings for gifts, hospitality and entertainment.
- Procurement is responsible for running due diligence checks on third-party service providers and partner organizations, as well as sending any classified high-risk reports to the Compliance Department in order to carry out more detailed risk evaluation.
- Investor Relations is required to comply with real estate commission board standards, and is responsible to control and monitor their compliance, as well as offer support in handling relevant compliance information to be sent to the real estate commission board, financial market and interested parties.

Every department at MRV&Co is responsible to uphold the Integrity Program and should communicate any suspicions of irregularity, as regards internal compliance standards within the applicable legal measures set up for business dealings that may result in compliance risks such as fraud, corruption, unethical business practices and conflicts of interest.

6. CONFIDENTIAL COMMUNICATION CHANNEL

6.1. Speak with the Compliance Department

Speak with Compliance Department is a consulting tool for ethics policies aiming to facilitate and aid in dealing with queries and concerns for the entire MRV&Co staff, as regards the Code of Ethics, Compliance Policy in daily routines and ethical dilemmas.

The Talk to Compliance channel is available on the inter-office communication network. This tool was created as a quick and efficient consulting guide, in addition to allowing staff members to log and manage ethics concerns.

6.2. Confidential Communication Channel

The Confidential Communication Channel is a tool that enables staff members to identify and combat abuse, inappropriate behavior, harassment and fraud, opening investigations into situations of unprofessional behavior and ethics infractions.

This media channel is operated by a specialized company, thereby guaranteeing confidentiality and employee safety. Individuals need not identify

themselves upon contacting this channel, nevertheless individuals are requested to act responsibly and any reports must be consistent and truthful.

Staff members can be sure that there will be no retribution as a result of using the channel in good faith to report suspicions or file complaints as regards this policy or instances of corruption, as stated in the Non-Retaliation Policy.

- E-Mail: canalconfidencialmrv@br.ictsglobal.com
- Website: www.canalconfidencial.com.br/mrv – available 24 hours/day
- Telephone: 0800 888 2833 – representative available from Monday to Friday, from 9am-5pm – voice mail available outside of office hours
- Address: Caixa Postal 521 (Post Office Box) CEP 06320-971

7. COMMUNICATION, TRAINING AND QUESTIONS

MRV&Co will maintain a communication plan and constant, periodic training sessions for all of its stakeholders aiming to promote and strengthen the importance of upholding the policies set out in the Code of Conduct, corporate policies and core company values.

Any situations, exceptions and/or clarification about the application of this policy should be handled through the Confidential Communication Channel under the heading, 'Speak with the Compliance Department', available on the company network.

8. DEFINITION

- **Compliance:** the term compliance is taken from the verb, “to comply”, which means the duty to carry out, to be in conformity with and to comply with the internal and external rules. In the event of non-conformity, the company will be subject to sanctions, financial losses and may result in damages to both reputation and image.

9. HISTORICAL REVIEW AND UPDATES

Date	Review	Description	Reviewed by:
12/03/2018	001	Normative’s Approval	Compliance
30/10/2020	002	Normative’s Review	Compliance