



PROGRAMA DE
INTEGRIDADE MRV

MRV'S GROUP

PUBLIC OFFICE RELATIONS POLICY

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1. OBJECTIVE

The main aim of this policy is to ensure the MRV Group's complete, transparent commitment to affairs as regards carrying out business affairs with public offices, in addition to guaranteeing staff and stakeholder compliance with ethical behavior standards in accordance with current legislation, corporate policies and the Group's Code of Conduct.

This policy seeks to prevent situations, behaviors and actions in the area of public administration that may be misinterpreted as acts of corruption, in particular, as those actions set out by Brazilian Anti-Corruption Laws (Law no. 12.846/2013).

Based on these terms, the current policy establishes the directives that shall guide ethical behavior as regards dealings with public agencies and the public officials therein associated.

2. SCOPE

The scope of this policy encompasses all companies within the MRV Group, all of its associates (direct or third-party), both individual staff or companies and at all managerial levels, all of their suppliers, service providers and partners.

3. DEFINITIONS

In order to better understand this policy, some terms have been listed below and shall be defined as follows:

- **Public Official:** any individual permanently or temporarily carrying out public service, with or without remuneration by election, appointment, designation, contract or any other investment or connection, title, position, employment or public office. This also applies to public officials who carry out third-party services within any Public Administration departments.

- **Family Member:** parents, spouses, children, siblings, grandparents, in-laws and first-degree cousins.

- **Conflict of interest:** the situation created by a conflict between public and private interests that may compromise or influence collective interest, thus jeopardizing the routine performance of public services, as described in Article 3, Paragraph I, Conflict of Interest Law (Law no. 12.813/2013).

4. GENERAL DIRECTIVES

The MRV Group strictly prohibits and will not tolerate any acts of corruption or subordination, whether direct or indirect, as regards dealings with public officials or any individuals related to public officials.

Therefore, all staff, third-party service providers and partners that carry out business on behalf of the MRV Group are strictly prohibited to:

- Directly or indirectly receive, promote, offer and/or issue, whether directly or through a third-party, any unfair advantage (payment, gift or transfer of any amount) to/from a public official or any other individual from the private or public sector, including their associates (partners, companies, institutions, NGOs, etc.)
- Finance, support, sponsor or in any way contribute to unlawful dealings with Public Administration departments.
- Unlawfully represent or misrepresent real interests or identities of beneficiaries of business dealings.

5. SPECIFIC DIRECTIVES

5.1. Conflict of Interest

Staff members that may have relatives carrying out roles as public officials with decisive power in business dealings within the MRV Group must openly express their possible conflict of interest by filing the appropriate forms provided for such claims.

The statement will be received and analyzed by the Compliance Department that will therefore suggest the appropriate measures to be taken in order to avoid conflicts of interest.

It is important to reiterate that conflicts of interest are not simply characterized by damages to public property, nor financial gain by public officials; conflict of interest may be understood as an issue as simple as a conflict between private and public interest that may compromise, influence or inappropriately affect routine public service performance.

It is therefore fundamental that any potential conflict of interest with public officials be immediately reported and dealt with the support of the Compliance Department.

5.2. Gifts, Presents and Hospitality

Staff members, stakeholders and suppliers are strictly prohibited to directly or indirectly accept, offer or provide favors, money, presents and hospitality to public officials or those related to public officials, seeking to gain advantage, influence or sway their decisions for personal gain or company gain.

Aiming to avoid uncomfortable or suspicious situations, all gifts, hospitality and entertainment must be reported and logged into the company Gifts and Hospitality Registry; only promotional marketing gifts of no commercial value will be permitted.

It is important issue to note that gifts to be distributed to public officials must take place under the title of courtesy, advertising, regular marketing material at events or commemorative dates, widely offered to the general public, without targeting specific individuals of specific authorities or departments.

Although some gifts of commercial value may bear the company brand such as presents, tickets to sporting events and shows, these may not be offered to or be received by public officials, in order to avoid situations that may interfere in their decisions or that may bring any suspicion to the individual stakeholder or the MRV Group.

In the event of questions regarding offering or accepting any kind of gift or present in business dealings with public officials, individuals may contact their immediate superior, manager or the Compliance Department directly.

5.3. Bribery and Cash Gifts

"Bribery and cash gifts" are defined as payments made to staff members by private or public sector officials for personal gain to guarantee or to speed up routine company practices or business decisions.

The MRV Group strictly prohibits and does not tolerate offering or taking bribes or cash gifts seeking to speed up or favor the analysis in the process of issuing of licenses, authorizations and permissions carried out by stakeholders, suppliers for any Group partners.

Cash payments aimed at obtaining licenses, authorizations and permits fall under the definition of bribery according to the current Anti-Corruption Laws (Law no. 12.813/2013).

It is important to note that payments made to public departments resulting from legal or contractual agreements (government fees and taxes, service payments, etc.) are not characterized as inappropriate or unlawful.

No staff member, third-party service provider or partner will be subject to any form of retaliation or punishment as a result of delaying or losing business deals on account of refusing to pay or receive bribes or cash payments. It is essential that all stakeholders represent themselves and the company responsibly when reporting an incident, providing consistent and truthful information.

5.4. Public Department Meetings

Any staff member from the MRV Group must fill out a “public department meeting form”, provided by the company on their internal network, before holding any meetings with public departments and officials with the aim of signing contracts and making decisions in the name of the company (i.e. defining conflicts of interest, licensing, urban planning, etc.). The date, location, meeting agenda and any participating public officials of this meeting must be stated clearly on the form.

In meetings with public departments, it is recommended that the meetings be held with the attendance of at least two Group staff members; in addition, meeting should be carried out within the offices of the Public Administration department or MRV offices.

There is no need to fill out a form in situations where MRV Group business dealings requires the routine presence of public officials and public department presence is merely routine or bureaucratic (i.e. protocols, issuance, construction permits, etc.).

Any questions and/or clarifications about filling out and filing the “public department meeting form” may be directed to the Compliance Department.

5.5. Hiring Public Officials

It is strictly forbidden to hire former public officials within a period of six months, as set out in Article 6, Paragraph II, Conflict of Interest Laws for Public Officials (Law 12.813/2013), unless otherwise legally stated.

After this six-month grace period, former public official may be eligible for hire. Therefore, the hiring of any former public official must be reported to the Compliance Department for analysis, thereby publicly stating and avoiding potential conflicts of interest.

5.6. Public Bidding and Contracts

When participating in public biddings, the MRV Group is subject to and will comply with the existing legal legislation as set out in Public bidding laws (Law no. 8.666/1993), public contract standards and the contractual commitments defined by the public department.

In the event of bidding and public contracts, including concessions and public/private partnerships, any behavior that leads to the listed items below will be expressly prohibited:

Interfere or undermine the competitive nature of the regular procedures of public biddings or contracts through adjustments, agreements or any other unlawful arrangements.

- Obtain advantage or undue gains by means of fraud, modification or delay of contract with public departments, without legal authorization, in the process of announcing public bids for the respective contractual issues.
- Manipulate or undermine the financial-economic balance of contracts issued by public departments.

5.7. Public Department Auditing

Public administration has the power to audit the performance of individual items, situations and conditions as defined by current legislation. Auditing is an efficient tool in preventing unlawful behavior and abuse of power when carried out skillfully and within the legal limits.

Thus, the auditing process should be approached employing the best practices and transparency, respecting the issues stated within this policy.

6. COMMUNICATION, TRAINING AND QUESTIONS

The MRV Group will maintain a communication plan and constant, periodic training sessions for all of its stakeholders aiming to promote and strengthen the importance of compliance of the Public Office Relations Policy.

All MRV Group leaders should be held responsible for discussing the importance of this policy with staff members and promoting awareness of compliance with company policy by creating a safe environment for staff members to openly approach leaders with questions or concerns regarding how to deal with questionable issues.

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.

7. CONFIDENTIAL COMMUNICATION CHANNEL

It is imperative that all individuals affected by this policy immediately report any acts or suspicions of bribery, corruption and/or giving/receiving bribes or any other acts that may violate the Public Office Relations Policy and/or the Code of Conduct.

As a result, we have created the Confidential Communication Channel:

-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

This media channel is operated by a specialized company, thereby guaranteeing ensured confidentiality and safety. Individuals need not identify themselves upon contacting this hotline, nevertheless individuals are requested to act responsibly and any reports must be consistent and truthful.

Staff members can be ensured 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.

8. INVESTIGATIONS AND SANCTIONS

All reported infractions of this policy will be immediately investigated to the fullest extent. If any misconduct is, in fact, verified after the appropriate investigation, immediate and exemplary corrective measures will be taken according to the circumstances, severity and within the applicable laws.

Any staff member, third-party service provider or partner that violates any the policies herein stated will be subject to the proper disciplinary sanctions as stated in the MRV Group's Code of Conduct, as listed below:

- Written warning
- Suspension
- Dismissal without just cause
- Dismissal with just cause
- Exclusion of supplier, partner or contractor from MRV Group
- Appropriate legal action

9. RESPONSIBILITIES

All MRV Group staff members must comply with the Anti-Corruption policy to the best of their abilities and ensure that all third-party service providers and partners within their communication network are aware of the Terms and Conditions therein.