

**INTEGRITY PROGRAM - OSESP FOUNDATION - APPROVED AT THE FIFTY-SEVENTH ORDINARY MEETING OF THE BOARD OF DIRECTORS ON 10/17/2020**

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### **Purpose**

To establish norms and guidelines aiming at the smoothness of the acts performed by the entity and by its Directors, Officers, Managers, employees, and third-party contractors.

## **I – INTRODUCTION**

The São Paulo State Symphony Orchestra Foundation – OSESP Foundation is a non-profit institution that aims to support, encourage, assist, develop, and promote culture, education, and social assistance.

Qualified as a Social Organization of Culture in the State of São Paulo, the OSESP Foundation maintains a Management Agreement with the Department of Culture for the maintenance and development of the São Paulo State Symphony Orchestra – OSESP, of Sala São Paulo, the Campos do Jordão Winter Festival, the OSESP Choir, the OSESP Children's and Youth Choirs, the OSESP Academy, the OSESP Publishing House, and the Maestro Eleazar de Carvalho Musical Documentation Center, among others.

The OSESP Foundation carries out actions of music education for children, youth and adults; promotion, qualification and training of professionals in the fields of music and education; and audience formation. With the mission of developing Brazilian music, it also promotes research, documentation, publication, performance, recording, and dissemination of the national repertoire, both symphonic and chamber.

## **II - INTEGRITY PROGRAM**

As an entity that relates to the Public Administration, the OSESP Foundation must observe certain rules aimed at the prevention, monitoring, prompt interruption and timely remediation of possible corruption acts harmful to the Public Authority.

Among other objectives, Act No. 12,846/13, better known as the "Anti-Corruption Law", and its Regulatory Decree No. 11.129/22 establish the objective liability of legal entities, including also the non-profit ones, in the administrative and civil spheres, for acts that violate the public assets against principles of the Public Administration or against international commitments made by Brazil, whenever practiced for the benefit or that aim to benefit the entity.

Similarly, the Anti-Corruption Law indicates that the effective application of the entity's code of ethics<sup>1</sup> will be taken into consideration when applying the established sanctions, which is why the Integrity Program must encompass, in addition to the prevention, prompt interruption and timely remediation of corruption acts, rules relating to ethical conduct that must be observed by all those who in any way relate to the OSESP Foundation.

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<sup>1</sup> Federal Decree No. 11.129/22, Art. 8, 2º paragraph: If the legal entity presents in its defense information and documents referring to the existence and functioning of the integrity program, the processing commission must examine it according to the parameters indicated in Chapter V, for the dosimetry of the sanctions to be applied.

Along these lines, the Integrity Program, hereinafter referred to simply as "IP", is the set

of internal mechanisms and procedures to be adopted in order to detect and remedy deviations, frauds, irregularities, and illicit acts practiced against the Public Administration, national or foreign, for the benefit of the entity, as well as conducts that go against the ethical standards it expects.

In this sense, this IP establishes standards and guidelines for internal and contracted third parties, creates the Ethics and Good Practices Committee, creates Reporting Channels, regulates the entity's periodical training and the regularization measures in case of violations, aiming at the smoothness of the acts practiced by the entity and by all those related to it.

### **III – PRINCIPLES OF OSESP FOUNDATION**

The activities of the OSESP Foundation are guided by respect for the following principles, without prejudice to others:

- ✓ **Transparency:** publicity and clarity in the exercise of the entity's activities;
- ✓ **Juridicity:** to act in accordance with the general principles of law and current legislation;
- ✓ **Efficiency:** to search for the best possible performance in the exercise of its activities;
- ✓ **Preservation of historical and cultural heritage:** to care for the maintenance of the public assets in their physical condition and contribution to the deceleration of eventual degradation, aiming to prolong and safeguard the historical and cultural heritage under the management of the OSESP Foundation.
- ✓ **Equality:** to treat people equally, without any distinction, regardless of belief, race, color, gender, origin, age, sexual orientation, physical disability or economic, social, ideological and/or political position, etc;
- ✓ **Ethics and Integrity:** to act with rectitude and probity in the exercise of one's function and with regard to the commitments signed internally and externally by the entity;
- ✓ **Courtesy with users:** To treat everyone with care and respect.

### **IV – INTERNAL INTEGRITY PROCEDURES**

Integrity procedures are instruments and internal routines that make it possible to prevent and detect corruption acts. Given the characteristics of the OSESP Foundation's operations, the following integrity practices have been implemented, without prejudice to others that may be identified in the future:

To the Executive Board:

- ✓ To request annually a report from the Administrative Division containing the list of purchases and contracts with global values above BRL 15,000.00, made in the last 6 months, aiming at the sample analysis of, at least, 5 selection or dismissal processes;
- ✓ To make the Ethics and Good Practices Committee aware of the opinions issued by the independent auditors, as well as any recommendations aimed at improving the existing internal controls, with the aim of avoiding errors or fraud that put the entity's activities at risk;
- ✓ To create whistleblowing channels and protection mechanisms for good-faith whistleblowers, accessible to Directors, Officers, Managers, employees and third-party contractors;
- ✓ To expressly determine to the Administrative Division that all purchases and contracts with global values over BRL 15,000.00 be preceded by a declaration, by the contracted third party, of access to the virtual page maintained at [fundacao-osesp.art.br/Programa-de-Integridade](http://fundacao-osesp.art.br/Programa-de-Integridade), which contains the "OSESF Foundation Integrity Program", with its express commitment to faithfully comply with it;
- ✓ To deliberate on the concession of tickets for OSESF concerts, according to the "OSESF Foundation Ticket Concession Policy";
- ✓ To schedule and monitor periodic training on anti-corruption legislation and this IP;
- ✓ After the identification of the risk areas by the Controllershship, to expressly determine that: a) e-mails and work equipment are used according to the network use policy and the norm for the use of IT resources, b) all e-mails sent by the area contain "in copy" the Department/Division Head, c) the area's employees submit themselves to the trainings of this IP, without the possibility of absence, d) eventual meetings/meetings held with public agents are preferably held by at least two representatives of the OSESF Foundation;
- ✓ To oversee joint ventures, mergers, or other strategic and complex transactions with third parties to identify risks of anti-corruption violations by the parties involved.

To the Controllershship:

- ✓ To identify annually, upon receipt of the "Risk Areas Form" by the Administrative and Operational Divisions (Appendix II), which areas of the OSESF Foundation are most susceptible to corruption acts for priority action.

To the Administrative Division:

- ✓ Prior to Risk Contracting and with the support of the Procurement and Supply Sector, to determine the adoption of pertinent measures so that the contract is preceded by a "Supplier Contracting Pre-Evaluation", in the terms of Appendix III.

The following are hypotheses of "Risk Contracting":

- ✓ Those carried out with companies that contain, among their partners, people who are members of the top management of the government (municipal, state, or federal) and/or that can influence the relations of the entity with Management;
- ✓ Direct contracting, in cases of waiver and unenforceability of the selection process;
- ✓ Contracting for the provision of technical consulting and advisory services;
- ✓ Contracts whose global value exceeds the amount of BRL 500,000.00.

To the Legal Department:

- ✓ In contracts signed by the entity with global amounts greater than BRL 15,000.00, an anti-corruption clause must be included, under the terms of current legislation, and considering the peculiarities of each type of contract;
- ✓ To take all measures so that the sponsorship agreements signed by the OSESP Foundation observe the sponsorship rules indicated in the item "sponsors Relationship", in Chapter 5 of this IP, as well as the respective rules regarding tax incentives, if they are used;
- ✓ To issue opinions on the payment of travel/daily allowance expenses of public servants related to the activities of the OSESP Foundation.

To the Finance Department:

- ✓ To make the payment of travel/daily expenses/allowances to eventual public servants only after an opinion has been issued by the Legal Department;
- ✓ To check with the Administrative Division the effective fulfillment of the contract object before any payment is made.

To the Human Resources Department:

- ✓ To make express mention of the "OSESP Foundation Integrity Program" in the personnel selection processes aimed at recruiting employees;
- ✓ To include, in the candidates' evaluations, questions about the standards contained in this IP to check the candidates' level of knowledge of these standards;
- ✓ To carry out actions to disseminate the IP and, especially, the Reporting Channels, ensuring that Board Members, Officers, Managers and all employees are aware of its rules, by returning the signed "Acknowledgment of receipt and declaration" (Appendix I).

## **V – PILLARS OF THE INTEGRITY PROGRAM**

### **1. SUPPORT FROM TOP MANAGEMENT**

For the purposes of the IP, "top management" means the members who have deliberative and primary execution powers of the entity, such as the Directors, Officers and Managers of the OSESP Foundation.

The following behaviors are expected from top management:

- ✓ Attendance at trainings;
- ✓ To proactively engage in prevention efforts and develop attitudes aimed at promoting the integrity of the entity;
- ✓ Adherence to ethical conduct and anti-corruption rules, setting the right example of good behavior and inspiring employees and third-party contractors to act honestly, respectfully, and responsibly.
- ✓ Providing resources, according to budget availability, for training and improvement of the IP.

## 2. THE ETHICS AND GOOD PRACTICES COMMITTEE OF THE OSESP FOUNDATION

The Ethics and Good Practices Committee, hereinafter simply referred to as "CEBP", is the internal body of the OSESP Foundation responsible for overseeing compliance with the IP, being directly linked to the Board of Directors.

It is an independent body, with unrestricted freedom to investigate allegations and conclude whether or not corruption acts and unethical conduct have occurred. It has the structure and authority to suggest changes to the IP, to conduct internal processes to investigate allegations, and to recommend to the Board of Directors the application of sanctions and disciplinary measures according to its findings.

The CEBP will be composed of a Chairman, a Secretary and an Undersecretary. The position of Chairman will be occupied by a member of the Audit Committee and the positions of Secretary and Undersecretary by members representing the employees. The member of the Audit Committee will be appointed by the body itself, that is, by the Audit Committee itself. The members representing employees will be elected by the OSESP Foundation employees from a triple list to be drawn up by the Board of Directors, containing the names of candidates with an adequate profile to fulfill the task.

Members of the CEBP, in order to be appointed or elected, must not have been convicted in a final court decision for committing a corruption act.

Members are renewed through biennial elections.

If the report is made against a member of the CEBP, a Special Commission will be formed to investigate the report and, preferably, it will have the support of a law firm specialized in the Anti-Corruption Law to assist it in conducting the investigations.

The CEBP may call upon employees of the OSESP Foundation to assist in the administrative services and operational tasks of the Committee.

The roles performed for the development of CEBP's work will not be remunerated.

The CEBP will meet at the headquarters of the OSESP Foundation, ordinarily, 04 (four) times a year and, extraordinarily, whenever necessary, upon call by its Chairman, the Board of Directors or the Audit Committee or the Executive Board of the Foundation .

The competences of CEBP are:

- ✓ To investigate reports and alleged violations of anti-corruption legislation and this IP;
- ✓ After investigating a report, to submit a conclusive report to the Board of Directors, with a summary of the case, scope of the investigation, evidence, and suggested course of action;
- ✓ To determine the monitoring of the activities of the accused until the end of the investigations. If a report is made against members of the top management, and the preliminary investigation shows that there are indications of materiality, they must be removed from their positions until the investigation is concluded;
- ✓ To annually monitor the internal integrity procedures, aiming at their improvement in preventing, detecting, and combating the occurrence of corruption acts;
- ✓ To recommend the adoption of procedures that ensure the prompt interruption of detected irregularities or infractions and the timely remediation of the damage generated;
- ✓ To clarify doubts regarding the interpretation and application of this IP;
- ✓ To monitor the whistleblowing channels and protection mechanisms for good-faith whistleblowers;
- ✓ To annually send a report of the year's activities to the Board of Directors and the Audit Committee and, if necessary, to meet with the Board of Directors.

The procedure for investigating reports is described in Appendix IV of this IP.

The members of the CEBP can count on the support of a law firm specialized in anti-corruption law to assist them in conducting the investigations.

### 3. REPORTING CHANNELS

The Board Members, Officers, Managers and employees of the OSESP Foundation, as well as third parties who enter in agreements with it, regardless of position or legal relations with the entity, must contact the CEBP when they know or have strong evidence to believe in the occurrence of a violation of this IP or applicable anti-corruption laws. In these cases, the individual may:

- ✓ To send the report or concern to the CEBP at [denuncias@osesp.art.br](mailto:denuncias@osesp.art.br); or
- ✓ To send written correspondence to any of the members of the CEBP.

The whistleblower, if identified, will not have his name disclosed beyond CEBP and the Board of Directors. The OSESP Foundation will take all necessary measures to protect the identity of whistleblowers who identify themselves.

#### 4. TRAINING

Annual training on the IP will be carried out, without prejudice to the fact that, if CEBP decides, together with the Board of Directors and the Audit Committee, others will be carried out in a shorter period of time.

All Board Members, Officers, Managers and employees of the OSESP Foundation must participate in the training. The Foundation's continuous service providers or those who maintain continuous legal relations with it are recommended to participate in the training sessions as guests.

Training sessions must cover the standards of anti-corruption conduct, the prohibited and risky conducts, the possible consequences of a damaging act, the Code of Ethics and the applicable internal disciplinary measures, the possible judicial and administrative sanctions imposed for the practice of corruption acts, the ways of using the Reporting Channels, among other relevant aspects of this IP. It will be possible to count on the help of external professionals, such as lawyers and specialists in anti-corruption law, to conduct and prepare these trainings.

At the end of the training sessions, an evaluation will be conducted to measure the effectiveness and understanding of the training by the participants.

### **VI - CONDUCT AND PROFESSIONAL ETHICS STANDARDS**

#### 1. PROFESSIONAL CODE OF ETHICS

##### 1.1. Ethical conducts

All Board Members, Officers, Managers and employees of the OSESP Foundation must know, respect and apply the entity's principles listed in Chapter II of this IP, as well as the ethical values contained in this Code of Ethical Conduct in their day-to-day work. They include, among others:

- ✓ Respect the diversity of peoples, societies and individuals, as well as their cultural differences;
- ✓ A duty of loyalty, information and confidentiality, on the part of all employees, Managers, Officers and Board Members, to the OSESP Foundation;
- ✓ Not to practice harassment of any kind;
- ✓ Not to use the brand of the OSESP Foundation for other non-institutional purposes



- ✓ Not to practice any physical or verbal conduct that may cause hostility, embarrassment, offense or intimidation to employees, Managers, Directors, Officers, partners, customers and the general public;
- ✓ To promote communication as a basis for building a healthy institutional climate, where everyone can exercise their freedom of opinion in a respectful and fearless manner;
- ✓ To respect and comply with the IP and other guidelines established by the OSESP Foundation;
- ✓ To use the work tools, the computer resources and the content of the files produced as a result of the work only for strictly professional purposes;
- ✓ Not to request and/or accept personal favors by any of the employees, Managers, Officers and Board Members, whether from public or private agents, in exchange for institutional benefits;
- ✓ All information identified as confidential and related to the entity and its activities must be treated as confidential, and it is the duty of all employees, Managers, Officers and Board Members, even if disconnected from the Foundation, not to disclose it to third parties;
- ✓ Employees, Managers, Officers and Board Members must report to their superiors any non-compliances related to their working conditions.
- ✓ Not to receive/offer gifts, unless the following parameters are observed:
  - a) Objects that have no commercial value or are distributed by an entity of any nature as a courtesy, advertisement, usual disclosure or on the occasion of events or commemorative dates of a historical or cultural nature;
  - b) The distribution frequency specified in the previous paragraph cannot be less than 12 (twelve) months;
  - c) Distribution must be of a general nature and therefore not intended to benefit a specific person exclusively;
  - d) The value of the object does not exceed BRL100.00 (one hundred reais)<sup>2</sup>.

## 2. CONDUCT AND CORRUPTION ACTS STANDARDS

### 2.1. Corruption acts

Corruption acts are considered to be all those proven to be practiced by Board Members, Officers, Managers and employees of the OSESP Foundation, regardless of the position or function held, that attempt against the Public Administration and are carried out in order to benefit the OSESP Foundation, defined as follows:

- ✓ To promise, offer or give, directly or indirectly, an undue advantage to a public agent, or to a third party related to him;

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<sup>2</sup> Reference: value established by the Public Ethics Commission (CEP) and by the Code of Conduct of the Federal Top Administration (CCAAF).

- ✓ To finance, fund, sponsor or in any way subsidize the practice of acts that violate the Public Administration;
- ✓ To use a natural or legal person to hide or dissimulate its real interests or the identity of the beneficiaries of the acts performed;
- ✓ With regard to Public Calls and the Management Agreement:
  - To frustrate or defraud, through adjustment, combination or any other expedient, the competitive character of the Public Call procedure;
  - To prevent, disturb or defraud the performance of any act of the Public Call procedure;
  - To remove or seek to remove a competitor, by means of fraud or offering an advantage of any kind;
  - To defraud the Public Call or the Management Agreement arising therefrom;
  - To obtain undue advantage or benefit by means of fraud from amendments or extensions of the Management Agreement entered into with the Public Administration, forbidden by law, in the call for tenders or in the respective contractual instruments; or
  - To defraud the Work Plan or the forecast of income and expenses to be incurred in the execution of the activities of the Management Agreement entered into with the Public Administration.
  - To hinder the investigation or inspection activities of the Department of Culture and Creative Economy of the State of São Paulo and other public agencies, entities or agents;
- ✓ To offer employment or hire advisory and consulting services from public employees who may, in any way, engage in actions or omissions, within the scope of their duties in the Public Administration, that benefit the OSESP Foundation;
- ✓ To offer undue advantages to members and employees of the Public Administration and Public Authority, in general, in order to approve or facilitate the processing of dispatches, decisions and normative acts beneficial to the OSESP Foundation;
- ✓ To offer or receive anything of value on behalf of the OSESP Foundation or any manager or employee of the OSESP Foundation, in order to guarantee special treatment to the entity.

The acts described do not exhaust the possibilities of corruption acts.

## 2.2. Acts of risk of corruption

Acts of risk are actions taken practiced by Board Members, Officers, Managers and employees of the OSESP Foundation, regardless of their position or roles, by which, although not being defined by themselves as corruption acts, may develop for this purpose, and should therefore be avoided. Acts of risk of corruption include:

- ✓ To contract an individual or legal entity whose partners are members or employees of the top management of the (municipal, state or federal) government and that may influence the relations of the entity with the Management, or yet, that has kinship relations or close friendship with the referred members and employees, without previous CEBP's knowledge;

### 3. THIRD-PARTY RELATIONSHIPS

For the purposes of this IP, a "third party" means any and all service providers, suppliers, intermediaries, sponsors, brokers, or any individual or legal entity that has a continuous legal relations with the OSESP Foundation.

"Risk Contracting", the "Contracting Pre-Evaluation" must be carried out by completing the form (Appendix III), which will be filed with the agreement.

#### ➤ **Suppliers and service providers relations**

- ✓ The selection process for the OSESP Foundation's suppliers and service providers must be impersonal and impartial, in order to guarantee them fair and equal treatment.
- ✓ Third-party relations must be based on quality, technical respectability, and a fair relations between costs and benefits.
- ✓ Excellence and quality are essential requirements for any supplier or candidate for such.
- ✓ Third parties who continuously contract with the OSESP Foundation must be familiar with and act in accordance with the rules contained in this IP.
- ✓ Contracting that represents a potential or actual conflict of interest must be previously discussed and authorized by the CEBP.

#### ➤ **Public servants relations**

- ✓ At the federal level, public authorities of the Government's top management (State Ministers and Secretaries, holders special positions, executive secretaries, other secretaries or equivalent authorities holding positions in the Group - DAS, level six , presidents and officers of national agencies, autonomous bodies, including special ones, foundations maintained by the Public Authority, public companies and government-controlled companies) may not accept any gifts, except for gifts that have no commercial value or those distributed by entities of any nature as a courtesy, advertising, usual disclosure or on the occasion of special events or commemorative dates and that do not exceed the amount of BRL 100.00 (one hundred reais).
- ✓ Still in the federal scope, the free distribution of works or tickets to projects promoted by Pronac is forbidden to public agents of the Special Department of Culture, of its linked entities, and members of commissions created by Law no. 8.313, of 1991, except for those distributed by entities of any nature as a courtesy, advertisement, usual disclosure, or on the occasion of special events or commemorative dates, which do not exceed the amount of BRL 100,00 (one hundred reais).

- ✓ According to the Code of Ethics of the State of São Paulo, each and every public agent of the State (political agents and public servants) cannot receive gifts, except in protocol cases, with the exception of gifts that have no commercial value or are not of high value and are distributed as a courtesy, for publicity, or on the occasion of special events or commemorative dates.
- ✓ Whereas the OSESP Foundation, through a Management Agreement with the State of São Paulo, manages and maintains cultural equipment, an orchestra, a choir and a festival, all public (Sala São Paulo, OSESP, OSESP Choir and Campos do Jordão Winter Festival), the concession of the quota of 22 (twenty-two) tickets for each of the OSESP concerts is validated for use by the Department of Culture and Creative Economy. Likewise, the use of 02 (two) private boxes at Sala São Paulo is granted to the State Department of Culture and the State Governor.
- ✓ For the other State Departments and with the exception of special events or commemorative dates, the OSESP Foundation must respect the quota of up to 30 (thirty) monthly tickets, always offered as a courtesy. Requests that exceed this quota must observe the "OSESP Foundation Ticket Concession Policy";
- ✓ For municipal public bodies, the granting of tickets will be submitted to the Executive Board and will observe the "OSESP Foundation Ticket Concession Policy";
- ✓ For educational, cultural, or social assistance institutions, directly or indirectly linked to federal, state, or municipal entities, the exemption of the visitation fee for guided tours in the Sala São Paulo and the offer of complimentary tickets are authorized.

➤ **Sponsors relations**

- ✓ The OSESP Foundation must not provide its sponsors with compensations prohibited by Brazilian law.
- ✓ All sponsors who use Tax Incentive Laws cannot benefit from economic and/or material advantages as a result of the project to which they are providing incentives, except those expressly allowed by the law that regulates incentive sponsorships.
- ✓ In the case of Federal Law No. 8.313/91 (Rouanet Law), under the terms of its Regulatory Decree No. 11.453/23, it does not constitute a financial or material advantage the allocation to the sponsor, together with the others, of up to 10% (ten percent) of the products resulting from the program, project or cultural action, with the purpose of free promotional distribution, according to the distribution plan to be presented when registering the program, project or action, provided that it is previously authorized by the Special Culture Department. With regard to the 10% (ten percent) limit mentioned above, as well as the prohibitions on the receipt of financial or material advantages by the sponsor, the following practices are prohibited:
  - The marketing of the cultural product (including concert tickets) to the sponsor and/or its clients under conditions different from those practiced for the general public that limit spaces to a specific public, configuring exclusive space or access;

- The execution of rehearsal sessions, presentations, visits, or any activities associated with the cultural project in an exclusive character to the sponsors, configuring access limitation;
  - To allow the supply of products or services to the sponsored cultural project at a price that cannot be proven to be more cost-effective;
  - The granting of any other advantages, such as the provision of parking services, tickets for other sessions that are not the object of the sponsorship, non-gratuitous availability of "Sala São Paulo" to the sponsor as a result of the sponsorship, performance of the orchestra in an institutional event of the sponsor, etc.
  - The performance of additional actions by the sponsor, intended for commercial prospecting, relations programs, increasing the publicity or promotion of the sponsor and of its brands and products with incentive resources.
- ✓ The sponsored project's accounts must be rendered in a transparent and correct manner.
  - ✓ The CEBP may, at any time, request follow-up reports, rendering of accounts or submission of any other document referring to the sponsorship agreements signed by the OSESP Foundation.

## **VII – MONITORING AND IMPROVEMENT**

The CEBP, together with the Board of Directors, must carry out an annual risk analysis to carry out necessary adaptations to the IP. Once this analysis is concluded, the CEBP will recommend to the Board of Directors the necessary changes to the PI in order to improve its effectiveness, as well as prioritize actions in areas considered to be at risk.

As of October 2020, the CEBP will implement continuous monitoring measures for the IP in order to improve the prevention, detection and combat of corruption acts or unethical conduct, such as:

- ✓ Analysis and inspection of the procedures performed by the Board of Directors, Controllership, Administrative Division, Legal Department, Finance, according to this IP, by sampling;
- ✓ Analysis of follow-up reports and rendering of accounts of the sponsorship contracts, with sample analysis of compliance with the sponsorship rules described in this IP;
- ✓ Preparation of a report containing a summary of the reports that resulted in the application of a sanction or disciplinary measure;
- ✓ In the case of proven occurrence of an act of corruption, to forward the facts to the competent Public Authorities for investigation.

The above monitoring measures do not exhaust the possibilities of the CEBP, which may adopt any other measures it deems appropriate.

## **VIII – SANCTIONS FOR NONCOMPLIANCE WITH THE INTEGRITY PROGRAM**

### **1. DISCIPLINARY SANCTIONS – UNETHICAL CONDUCT**

All Officers, Managers and employees of the OSESP Foundation who violate the rules set forth in the **Code of Professional Ethics** of this IP may suffer the following disciplinary measures:

- ✓ Verbal or written warning to the person responsible for the infraction;
- ✓ Frequent monitoring of the activities of the Director, Manager or employee by the management of their department and, where appropriate, by the CEBP;
- ✓ Suspension of the employment contract for a maximum of 30 calendar days;
- ✓ Exemption in accordance with applicable legislation;

Disciplinary measures must observe the principles of proportionality and reasonableness.

### **2. ANTI-CORRUPTION SANCTIONS - RISK AND CORRUPTION ACTS**

All Board Members, Officers, Managers and employees of the OSESP Foundation who disrespect the **Conduct Standards** of this IP may suffer the following sanctions:

- ✓ Verbal or written warning to the person responsible for the infraction, for cases of acts of risk of corruption;
- ✓ Frequent monitoring of the activities of the Board Member, Director, Manager or employee by the management of their department and, when applicable, by the CEBP, for cases of acts of risk of corruption;
- ✓ Extinction of the legal relations between the OSESP Foundation and the offender, in cases of proven practice of acts of corruption.

**Appendix I - ACKNOWLEDGMENT OF RECEIPT AND DECLARATION**

I, \_\_\_\_\_,  
 (occupation), \_\_\_\_\_ residing \_\_\_\_\_ and \_\_\_\_\_, \_\_\_\_\_ domiciled \_\_\_\_\_ at  
 \_\_\_\_\_ No. \_\_\_\_\_ -  
 \_\_\_\_\_, in the City of \_\_\_\_\_, State  
 \_\_\_\_\_, as:

- ( ) Board Member
- ( ) Officer
- ( ) Manager
- ( ) Employee

I declare that I have received, on this date, a copy of the OSESP Foundation Integrity Program, undertaking to faithfully comply with it.

I also declare that I am fully responsible for any actions that I may take in disagreement with its provisions, and I hereby exempt the OSESP Foundation from any responsibility related to them.

São Paulo, \_\_\_\_\_ of \_\_\_\_\_, 2020.

NAME: \_\_\_\_\_  
 RG: \_\_\_\_\_  
 CPF: \_\_\_\_\_

## **Appendix II - RISK AREAS FORM**

Area:	Date:
Person responsible for completing the form:	

### I. FORM

<b>Questions</b>	<b>YE S</b>	<b>NO</b>
Do the activities developed by your area involve the use of financial resources?		
Does the area make decisions about the use of financial resources?		
Is the main function exercised by your area devoid of internal regulations? Answer "yes" if you are free to carry out your activities. Answer "no" if your activity is subject to internal rules and laws.		
Do the activities developed by your area assign rights and/or benefits to the private sector or citizens?		
Is your area responsible for applying penalties?		
Do the activities developed by your area require contact with public servants?		
Are the activities you develop lacking control by internal higher instances?		
Do your decisions have no legal/regulatory provision to be challenged by the citizen? Answer "yes" if your decision does not contain a normative provision for filing an appeal. Answer "no" if your decisions can be appealed.		
Your area develops activities related to any of the topics below: <ul style="list-style-type: none"> <li>✓ Gifts and hospitality</li> <li>✓ Participation in tenders</li> <li>✓ Conflicts of interest</li> <li>✓ Competition relations</li> <li>✓ Third-party contracting</li> <li>✓ Sponsorships and donations</li> </ul>		
<b>TOTAL</b>		

### II. RISK ANALYSIS



- If "YES" is  $\leq 4$ : area with little probability of corruption
- If "YES" is  $> 4$ : area with high probability of corruption

### III. PROCEDURE

The forms completed by the persons responsible for the analysis of each area of corruption risk mapping must be forwarded to the Controllershship for analysis and then to the CEBP for final approval.

**APPENDIX III - FORM FOR RISK CONTRACTING PRE-EVALUATION**

1. Name/Corporate name:  Address:		CNPJ:	
2. Responsible for completing:	Telephone:	Email:	
3. Website:			
4. Time in the market:	Number of employees:		
5. List of individuals and legal entities with a shareholding equal to or greater than 10%:			
6. List of individuals who exercise control over the company:			
7. Identification of the persons mentioned in items 5 and 6 who are government representatives or who have close relations with government representatives:			
8. Main operations and facilities to be used in relations with the OSESP Foundation:			
9. List of managers responsible for executing the agreement			
10. In order to fulfill the scope of the agreement with the OSESP Foundation, will it use third parties to provide services? ( ) YES ( ) NO			

11. Name/Corporate name of the third party involved: CPF/CNPJ: Address:
13. List of 3 companies with address, telephone and contact name to be used as reference:
14. Information relating to the company, its Board Members, Officers, partners/owners or any representatives about possible investigations, investigations or convictions by court, in the country or abroad, as an offender for bribery or corruption:
15. Does it have internal mechanisms and procedures for integrity, auditing, and promoting whistleblowing, and does it effectively apply codes of ethics and conduct? ( ) YES ( ) NO
16. Possible agreements with government representatives:
On behalf of _____ (CONTRACTED PARTY), I certify that the information provided in this form is reliable and represents a complete disclosure of all the company's actions.

São Paulo, \_\_\_\_\_ of \_\_\_\_\_, 2020.

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(company stamp)

## **Appendix IV - REPORTING INVESTIGATION PROCEDURE**

1. All Board Members, Officers, Managers and employees of the OSESP Foundation and third parties who sign contracts with it, regardless of position or legal relations with the entity, who know or have strong evidence to believe in the occurrence of violation of the Conduct Standards or to anti-corruption legislation, you must file a report with the CEBP.

2. If the reports fall on a member of the CEBP, a Special Committee composed of 03 members will be established by the Board of Directors to investigate the fact, following the same procedures described in this Appendix.

3. The investigation process is developed in the following phases:

I – Receipt of the report and initiation of the proceeding.

II – Collection of evidence and defense.

III – Issuance of the final report.

4. Upon receipt of the Report, the CEBP will initiate, within 10 (ten) business days, the investigation process.

5. The ascertainment process will obey the adversarial principle, ensuring the accused the ample defense. Whistleblowers will be assured that they will not be subject to retaliation or embarrassment, and that they can report such acts.

6. Accused parties will be assured the right to follow the process, to prepare a defense, to call and re-interview witnesses, and to produce evidence and counterevidence. Accused parties may respond within 15 days, preserving the informality and oral nature of the case.

7. The CEBP will take depositions, confrontations, investigations, and appropriate measures, with the objective of collecting evidence, resorting, when necessary, to technicians and experts, in order to allow for the complete elucidation of the facts.

7.1. All evidence produced by the CEBP must comply with Brazilian legislation.

7.2. All evidence produced must be filed, and all statements taken must be recorded in writing, on video, or on audio.

7.3. The CEBP may be supported by a law firm specialized in anti-corruption practices to assist it in conducting the investigations.

8. Once the investigations are concluded and the violation of the Conduct Standards or anti-corruption legislation is found, the CEBP, within 30 (thirty) business days, will send the final investigation report to the Board of Directors, which will apply the appropriate disciplinary sanction, as well as, if corruption acts are found, forward the report to the competent Public Prosecutor's Office.

8.1. In the event the CEBP understands there was no violation of the Standards of Conduct or anti-corruption legislation, the investigation process must be closed.

8.2. If it is concluded that the act, while not violating the Conduct Standards or the anti-corruption legislation, constitutes an unethical conduct, the CEBP will advise the Board of Directors to apply the appropriate disciplinary sanction.

9. The Board of Directors will be responsible for enforcing compliance with the deadlines established for completing the investigation of the report.