

Título:	Anti-Corruption Policy		
Área emitente:	00.Políticas Corporativas	Data:	30/10/2019
Código:	PC.00.0005	Revisão:	0

Summary

1 – PURPOSE	2
2 - SCOPE	2
3 – REFERENCE DOCUMENTS	2
4 – DEFINITIONS	2
5 – CORRUPTION PREVENTION RULES.....	4
5.1. Policy Statement	4
5.2. Gifts, Amenities & Entertainment.....	5
5.3. Hospitality Benefits.....	5
5.4. Facilitation Payments	6
5.5. Suzano’s Political Contributions	6
5.6. Suzano’s Donations and Sponsorships.....	6
5.7. Third Parties.....	7
5.8. Record Keeping and Accurate Accounting	7
5.9. Suzano’s Communication Channel	8
6 – RESPONSIBILITIES	8
7 – RESPONSIBILITY FOR UPDATE OF THIS PROCEDURE	9
8 – SUZANO’S POSITION ON BREACHES OF THIS POLICY.....	10
9 – FINAL PROVISIONS	10
10 – WHISTLEBLOWER PROTECTION	10

1 – PURPOSE

This Anti-Corruption Policy (“Policy”) establishes the guidelines and criteria regarding the fight against embezzlement, fraud, irregularities and harmful acts committed against the public, national or foreign administration (e.g. corruption) and individuals, and which shall be observed in the conduction of global business of Suzano Papel e Celulose S.A. and its affiliates (jointly, “Suzano” or “Corporation”), as well as their Representatives, regardless of their position or function.

In this regard, guided by the highest standards of compliance, transparency and adherence to the best practices of corporate governance, this document aims to create and guarantee the set of internal mechanisms and procedures of integrity, audit and incentive to report irregularities and the effective application of the Corporation’s Code of Conduct and its Corporate Policies, in strict compliance with the anti-corruption and bribery rules applicable in Suzano’s conduct of business.

2 - SCOPE

This Policy is applicable to all Suzano’s employees, including its employees, workers and managers, regardless of their position or function, as well as any third parties representing Suzano in any way, as described in this Policy.

3 – REFERENCE DOCUMENTS

- Suzano SA Code of Conduct available at the link www.suzano.com.br
- Anti-bribery Convention of the Organization for Economic Cooperation and Development (OCDE Convention);
- *Foreign Corrupt Practices Act – FCPA*;
- *UK Bribery Act*
- Law 12,846, of August 1, 2013
- Decree No. 8.420, of March 18, 2015

- Donations Policy
- Corporate Governance Policy

4 – DEFINITIONS

For purposes of this Policy, capitalized terms used herein shall have the following meaning:

Public Officer: has the meaning assigned to it in **art. 2 of Law 8,429/1992**. For the avoidance of doubt, the following definitions are included for the purposes of this Policy and(or) are equivalent to the term set forth herein: (i) any direct or indirect public administration authority or officer, whatever the hierarchy; (ii) any official, officer or employee of a political party; (iii) the political parties themselves; (iv) any candidate for public office; (v) any officer, employee or agent of a government-owned company (i.e., public companies and private and public joint stock companies); (vi) spouse or other family member of a Public Officer up to third degree; (vii) former public officer who did not comply with the period of removal provided for in the sector in which he acted when he was a public servant or employee.

Government-Owned Company: means private law legal entities belonging to the Indirect Public Administration (i.e., public companies and private and public joint stock companies).

Applicable Anti-Corruption Laws: means all national and international anti-corruption laws and regulations applicable to Suzano, including Brazilian bribery and corruption laws, Brazilian Anti-Corruption Law (Law 12,846), *Foreign Corrupt Practices Act* ("FCPA") of the United States, the UK Bribery Act.

Bribery: means the act of offering, giving, requesting or receiving money, gift or other advantage as a means of inducing any wrongful act, omission, influence or advantage or dishonest, unlawful act or breach of trust in the performance of functions. Offering anything, including favors, jobs, internships, conveniences, donations or favorable opportunities provided directly or indirectly to persons who may unduly benefit Suzano's business activities may be deemed as forms of bribery. This definition includes any promise not materialized.

Corruption: has the meaning assigned to it in art. 5 of Law 12,846/13, as well as the categories of crimes committed by individuals against the national and foreign public administration (e.g. art. 333 and 337-B, C and D of the Brazilian Criminal Code).

Act Injurious to the Public Administration: has the meaning assigned to it in art. 5 of Law 12,846/13, as in effect on the date of approval of this Policy.

Audit Committee: means Suzano's statutory audit committee, which advises the Board of Directors, as provided for in the Corporation's Bylaws.

Compliance: means adherence to and compliance with national and international laws and regulations, as well as the Code of Conduct and related internal rules.

Board of Directors: means the Board of Directors of Suzano, as provided for in the Corporation's Bylaws.

Extortion: has the meaning assigned to it in art. 158 of the Brazilian Criminal Code.

Executive Board: means Suzano's Executive Board as a collegiate body elected under its Bylaws.

Fraud: has the meaning assigned to it in Art. 171 of the Brazilian Criminal Code.

Ombudsman: means Suzano's Ombudsman, which is the channel dedicated to receiving complaints involving potential conduct violations.

Facilitation Payments: means payments of any amount or other financial benefits, whether or not made or granted to Public Officers or private sector's individuals in order to guarantee, facilitate or expedite the performance of an act or service to which an individual or legal entity is entitled (e.g.: by law, rule or contract), including, but not limited to: (i) facilitating the processing of government documentation, (ii) issuing licenses or permits, (iii) clearing customs; (iv) obtaining police protection/favoritism, among others

Integrity Program: means the set of measures established by the Corporation to ensure its compliance internally and externally in its different relationships.

Representatives: means all employees, managers, members of Corporation's board or committees, as well as third parties and other representatives acting on behalf of the Corporation, which are covered by this Policy.

5 – CORRUPTION PREVENTION RULES

5.1. Policy Statement

The Policy aims to obtain from all persons covered by it and Representatives a commitment to integrity that guides the Corporation's business conduct, and to disseminate it to Suzano's stakeholders.

In order to comply with this Policy, the Representatives shall (i) avoid any act that may be interpreted as an improper act or omission and/or not consistent with the Corporation's business; (ii) refrain from and (or) refuse, under any situation or circumstances, to promise, offer, authorize, induce and/or grant any thing of value or advantage, financially or otherwise, to a Public Officer or any other person for the purpose of influencing decisions that affect the Corporation's business and/or imply personal gain, or for the purpose of obtaining inside and/or confidential information about business opportunities, market activities, including information about competitors or bids, or even if conceived as a form of gratitude to the decision made for the improper benefit of Suzano.

In cases where there is indication or evidence of breach of this Policy and/or Code of Conduct, as well as any other aspects of this document, any person shall report it through the Ombudsman, its manager or any representative of the areas mentioned as responsible for this Policy.

Suzano's decision-making processes shall not include any kind of favor or advantage offered, such as gifts, courtesies, entertainment, philanthropic donations, political contributions and hospitality benefits. Therefore, Suzano shall make decisions based on legitimate business factors, such as price, quality and service, among other factors essential to free competition, and shall maintain integrity and transparency in all its business relationships.

5.2. Gifts, Amenities & Entertainment

Representatives may accept or offer gifts, amenities and entertainment, provided that each of the following conditions is cumulatively satisfied:

- They are not viewed or construed as a bribe, payment or improper attempt to influence, or as a breach of applicable law, this Policy and/or the Code of Conduct.
- They are not given in cash or cash equivalents.
- They comply with common business practices.
- They are bound to business relationships.
- They are directly related to Suzano's legitimate business purpose.
- They do not extend to companions.
- They have a "souvenir", gift or simple amenity nature.
- They do not exceed the amount of R\$ 100.00 (one hundred Brazilian reais).
- They have not received from the same person, whether an individual or legal entity, another gift, amenity or entertainment in the previous 6 (six) months.

Offering or receiving benefits in an amount exceeding R\$ 100.00 (one hundred Brazilian reais) requires the prior approval of the area Director, with due justification.

Additionally, Suzano advises its employees not to receive gifts if they are in a position to influence or make decisions that affect the gift/amenity giver and/or the company related to such person.

5.3. Hospitality Benefits

Hospitality expenses generally include expenses such as travel, lodging, meals and transportation expenses that may be required to enable, for example, the presentation of Suzano products or operations or even Corporation's premises to a business partner and/or public officers and shall be (i) reasonable and in compliance with local laws; (ii) related to and(or) in clear connection with the corporation's business and (iii) shall not be viewed or construed as corruption, bribery, payment or improper attempt to influence, or as a breach of applicable law, this Policy and/or the Code of Conduct.

Although the Corporation advises its Representatives to preferably hold meetings, appointments and/or other presentations and conversations with Public Officers at official times and facilities - duly recorded in the respective agendas of the authorities and agenda of the Suzano employee - any expenses of hospitality benefits with Public Officers shall be registered and approved in their respective areas. All questions, guidance and advice on how to conduct meetings with Public Officers may be requested to the Institutional Relations area.

5.4. Facilitation Payments

The Corporation expressly prohibits any Facilitation Payments.

If any payment is made that may be interpreted as such, the persons involved or aware of the Facilitation Payment shall immediately notify Suzano SA through the Corporation's reporting channel, their manager or areas responsible for this Policy.

5.5. Suzano's Political Contributions

Financing and(or) electoral contribution of any kind by companies, either directly or indirectly, to parties, political agents and/or candidates is strictly forbidden. Therefore, any involvement with governmental authorities, if any, will always be conducted in a sound, non-financial manner and will comply with the rules, limits and disclosure set forth by applicable law, provided that any political involvement will always be governed by the rules set forth in Suzano's Code of Conduct and this Policy.

Suzano does not accept party political initiatives involving the Corporation and/or the workplace. In this regard, the use of uniforms or materials bearing Suzano's logo in the exercise of party political activities is not permitted.

5.6. Suzano's Donations and Sponsorships

Donations and sponsorships to be made by Suzano shall comply with the Corporation's own written procedure in this regard.

5.7. Third Parties

Anti-corruption laws do not distinguish between acts performed by the Corporation or by third parties provided that they act on its behalf.

In this regard, Suzano shall only conduct business with third parties in accordance with internal criteria that attest to integrity, perfect compliance with anti-corruption rules and qualification required for the scope contracted. Therefore, if risks related to the breach of the Anti-

Corruption Laws are identified, the Corporation shall assess the need for further diligence and verification of the technical criteria and integrity of third parties prior to their engagement.

The Corporation, as a rule, shall not retain Public Officers. The retaining of third parties who are Public Officers or who are indicated or recommended by Public Officers shall be submitted for analysis by the Governance Group, formed and governed by its own instrument.

For purposes of effectiveness of this Policy before third parties, agreements entered into by Suzano shall contain a specific clause regarding compliance with anti-corruption rules.

5.8. Record Keeping and Accurate Accounting

Suzano maintains an internal accounting control system that requires all employees to make and keep detailed records in a reliable manner that faithfully reflects the operations and disposition of the Corporation's assets. False, misleading or incomplete entries in such records or other documents are strictly prohibited. No undisclosed or unregistered funds or accounts may be established for any reason. To act against corruption it is important that transactions are transparent, fully documented, and intended for accounts that accurately reflect their nature.

Any simulation and(or) camouflage of a payment will be considered a serious breach of this Policy, without prejudice to legal penalties.

Suzano's books and records will be accurately recorded to reflect transactions made by Suzano's member companies and may under no circumstances contain false or misleading information. Although bookkeeping is a task of the accounting area, everyone is responsible

for maintaining such information, as long as they have part in the process, either by entering data or providing information for such data to be entered.

Suzano's transactions and operations shall be duly documented, properly approved and recorded for the correct description of its expenses, in accordance with applicable law.

Both the presentation and the conscious acceptance of false records, receipts and/or invoices are strictly prohibited and will be subject to sanction and assessment of the case by Suzano's Ombudsman, without prejudice to legal penalties.

5.9. Suzano's Communication Channel

In addition to the Ombudsman, Suzano maintains a structure composed of: managers, Ombudsman, Conduct Management Committee, Conduct Management Subcommittee, and Internal Audit, which may be contacted for guidance and submission of cases of deviations from this procedure.

In case of any question regarding the interpretation of this Policy and laws, unforeseen cases, as well as complaints of non-compliance with the established rules shall be submitted to the relevant superiors and/or referred to the Ombudsman.

Complaints of breach of this Policy shall be accompanied, whenever possible, by facts and reliable data. All complaints received by Suzano will be treated with due confidentiality.

6 – RESPONSIBILITIES

Internal Audit

- In case of alleged breaches of this Policy, to conduct objectively, independently and impartially the investigation, review, analysis and examination of transactions, documents, records and reports;
- To request legal support/advice for reviewing and analyzing such transactions, documents, records and reports, as necessary, for purposes of compliance with applicable best practices and rules; and
- To follow up the resolution of recommendations/action plans resulting from identified breaches.

Audit Committee

- To recommend to the Board of Directors the revisions and amendments to this Policy
- To support management in dealing, as requested, with cases of non-compliance with this Policy and applicable Anti-Corruption Laws based on Internal Audit investigations and guidance issued by the Compliance and Corporate Risk Management area.

Corporate Risk and Compliance Management

- To implement, disclose, recommend, guide and clarify issues related to this Policy;
- In coordination with other areas, to develop, implement and monitor the Corporation's training program regarding the expected behavior of its own employees and third parties, encompassing the content of this Policy, Anti-Corruption Law, and Code of Conduct;

- To maintain mechanisms for monitoring and preventing violations of this Policy and applicable Anti-Corruption Laws and be responsible, in coordination with other areas, as appropriate, for ensuring the maintenance of a compliance environment.

Ethics & Ombudsman

- To maintain mechanisms for Covered Persons to report potential breaches of this Policy, applicable Anti-Corruption Laws and the Code of Conduct to be liable, in coordination with other areas, as appropriate, for ensuring the assessment and remediation of reported issues.

Legal

- To support the Compliance and Corporate Risk Management area in the review and definition of this Policy;
- To support the Ethics and Ombudsman and Internal Audit area in the proper analysis, investigation and any corrections of potential violations of the law;
- To ensure that all Corporation's contracts comply with this Policy.

People & Management

- To ensure the registration and keeping of statements received by employees who report to be in the condition of Public Officers or Persons with Influence;
- To support other areas of the corporation in the analysis and delivery of documents and other records of employees to ensure proper investigation and preparation of reports to comply with this policy;

- To analyze any conflicts of interest between functions and/or positions and potential candidates, or even the employee, worker or administrator, reporting to the Manager in conjunction with the Ethics and Ombudsman area, whenever it identifies possible violation of the provisions of this Policy.

7 – RESPONSIBILITY FOR UPDATE OF THIS PROCEDURE

The Compliance and Corporate Risk Management and Legal Board Areas are liable for periodically updating this Policy, upon approval of the Executive Board, Statutory Audit Committee and Board of Directors.

8 – SUZANO'S POSITION ON BREACHES OF THIS POLICY

Under no circumstances will any person covered by this Policy be allowed to invoke ignorance of this Policy to justify violations or failure to comply with it.

Suzano will take appropriate measures regarding violations of the rules set forth in this Policy, or any other Corporation's procedures or rules and/or applicable law. Accordingly, the Corporation has a solid and consistent internal process for managing situations that do not comply with applicable Anti-Corruption Laws, this Policy and/or the Code of Conduct.

The Conduct Committee shall be liable, according to its respective competences, for evaluating the infraction committed and recommending the disciplinary sanction to be applied in each case, according to the Internal Policy of Disciplinary Measures.

In addition to internal measures, breaches of the rules set forth in Applicable Anti-Corruption Laws and/or this Policy are subject to applicable legal sanctions and remedies, according to the applicable law and jurisdiction.

9 – FINAL PROVISIONS

Exceptions or cases not specifically dealt with in this Policy will be dealt with in each case by the Conduct Management Committee, according to the assumptions set forth herein and in the Code of Conduct.

10 – WHISTLEBLOWER PROTECTION

Suzano shall not tolerate retaliatory acts against those who, in good faith, report actual or potential violations of this Policy or Code of Conduct. The Corporation shall preserve the confidentiality of information relating to findings of possible breaches of the guidelines of this Policy. Anonymous claims shall be accepted through the whistleblowing channels and anonymity shall be preserved. Disciplinary sanctions shall be applied to managers or employees or other Covered Persons who are proven to use bad faith in reporting possible violations of the guidelines of this Policy or reporting known false facts.