

ODEBRECHT

**POLICY ON
LEGAL AFFAIRS**

ODEBRECHT S.A.

Odebrecht S.A.'s Policy on Legal Affairs

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1. DEFINITION

Legal affairs are understood as being all matters of a legal nature related to all areas and branches of the law, involving the viability, protection or defense of the rights and assets of Odebrecht S.A. ("ODB") and the safeguarding of its shareholders' assets.

2. OBJECTIVE

Odebrecht S.A.'s Policy on Legal Affairs (henceforth "Policy on Legal Affairs") has the objective of establishing general principles and guidelines for handling Legal Affairs at ODB, the holding company of the Odebrecht Group. It also serves as a reference for drafting the Policies on Legal Affairs of the Group's Businesses' Leading Companies, while respecting and observing their respective governance provisions, always in line with the tenets and other concepts of the Odebrecht Entrepreneurial Technology ("TEO") and the holding company's other policies.

Log onto Odebrecht S.A.'s governance portal and consult Odebrecht S.A.'s Policy on Risk Management.

Stakeholders

Made up of shareholders, members, clients, users, partners, creditors, suppliers, external partners, service providers, nearby communities, authorities, the media, opinion shapers, business leaders, trade unions and industry associations, NGOs, governments and regulatory and funding agencies that may affect or be affected by our activities, objectives or policies at Odebrecht SA or its Businesses.

3. BASIC CONCEPTS

The officer Responsible for Legal Affairs and Governance at ODB has the role of safeguarding the assets and rights of ODB and protecting its shareholders' assets, with emphasis on bolstering standards of compliance while conducting independent, ethical operations with integrity and transparency. Those operations must always be guided by the policy on corporate governance, other ODB policies and the tenets and concepts of TEO.

Legal matters must be conducted with a view to: (i) protecting the rights and assets of ODB, as well as its members, including those who perform tasks of administrators, in the exercise of their roles and responsibilities; (ii) identifying opportunities and ensuring the creation of value for ODB's assets and rights, in a manner consistent with risk tolerance, as established in Odebrecht S.A.'s risk management policy; (iii) building ethical relationships with Stakeholders; (iv) promoting sustainable legal solutions; and (v) institutionally strengthening ODB's markets.

The preservation of ODB's tangible and intangible assets is a key factor in all assessments of legal matters, and must focus on bolstering the holding company's reputation and image while preserving relations with the communities and other Stakeholders.

Decisions on legal matters must be based on appropriate technical analysis, in accordance with the rules of each applicable legal system.

Possible adverse scenarios should be considered and weighed in the decision-making process for legal matters, as well as their potential consequences, in addition to measures that reduce the probability of their occurrence or mitigate their impacts on ODB.

4. SPHERE OF ACTIVITY

The role of the officer Responsible for Legal Affairs and Governance must be to seek effectiveness, efficiency, pragmatism, agility, creativity, adherence to business reality, independence, coordination with the other officers responsible for areas at ODB, the ethos of service and the ability to manage multiple Stakeholders. He or she must go beyond merely providing legal advice to take part in the entrepreneurial decision-making process.

Conducting and managing legal matters falls exclusively within the remit of the officer Responsible for Legal Affairs and Governance, and no other officer Responsible for any other ODB area is permitted to carry out any activity involving legal matters, such as advising, consulting, giving legal assessments and opinions, drafting opinion papers, etc.

The officer Responsible for Legal Affairs and Governance must be involved in all the significant phases of the process of decision making at ODB to ensure the accurate assessment of the legal risks involved.

The officer Responsible for Legal Affairs and Governance's activities focus on:

- helping the officers responsible for the other ODB teams protect and defend the assets and rights of ODB, as well as its members, including those who perform tasks of administrators, in the exercise of their roles and responsibilities;
- the identification of legal risks and the formulation of preventive, mitigating and/or corrective measures, advising and alerting the members involved about activities that involve legal aspects and may impact ODB's assets and rights in the short, medium and long term;
- following up on, preventing and resolving legal matters involving aspects of business, corporate, financial, tax, criminal, civil and labor law;
- managing litigation, so as to contribute to the prevention and solution of any conflicts of any nature, defending ODB's interests, maximizing gains and minimizing losses;

- the legal representation of ODB vis-à-vis the public sector, entities in which ODB is represented, as well as the boards of directors and other bodies of ODB subsidiaries and affiliates;
- following up on the process of drafting new norms (laws, provisional measures, decrees, etc.) in any sphere, as well as the consolidation of legal precedents applicable to ODB;
- periodically updating this Policy and drafting directives within the sphere of ODB;
- the appropriate implementation and communication of this Policy; and
- promoting synergy among the legal teams of the Businesses' Leading Companies, respecting the provisions on governance of each Business, encouraging communication among all concerned by holding periodic meetings of ODB officers Responsible for Legal Affairs and the Businesses' Leading Companies in order to share experiences, evaluate outside lawyers and discuss matters of common interest.

The activities of ODB's officer Responsible for Legal Affairs and Governance focus on the following areas of Law, in addition to others that can be included within the concept of legal matters:

- Arbitration;
- Advice;
- Litigation;
- Contractual;
- Financial;
- Surety Bonds;
- Corporate Governance;
- Criminal;
- Powers of Attorney;
- Intellectual Property;
- Corporate and Mergers & Acquisitions (M & A) (Domestic and International);
- Labor/Social Security; and
- Tax

5. GENERAL GUIDELINES

5.1 Engaging legal services

Engaging legal services falls exclusively within the remit of the officer Responsible for Legal Affairs and Governance.

Legal services must be engaged when, at the discretion of the officer Responsible for Legal Affairs and Governance or due to a well-founded request from the line entrepreneur or the board of directors, the efficiency and effectiveness of legal support requires engaging specialized third parties. The process of engaging legal services must take into account the third party's technical qualifications, experience, specialization on the subject and reputation, and relationship history, always seeking the best in the market and the optimum cost-benefit ratio for ODB.

Priority must be given to conducting litigation through outside lawyers who are always selected by the officer Responsible for Legal Affairs and Governance on the basis of the criteria listed above, the nature of the matter and the professional's specialization.

Specific consultative and business matters can be outsourced to outside lawyers, at the discretion of the officer Responsible for Legal Affairs and Governance. That decision must be duly aligned with the teams that require legal support, who will also be responsible for paying the corresponding fees. The officer Responsible for Legal Affairs and Governance is charged with ensuring that those partners follow the correct procedures when engaging legal services for ODB.

The people responsible for requesting legal services are in charge of obtaining estimates and approving fees and following up on them.

Engaging outside lawyers to represent ODB and its executives (the latter, when appropriate), falls exclusively within the remit of the officer Responsible for Legal Affairs and Governance. He or she must sign the respective contracts, which must follow the guidelines set forth in this Policy.

In all circumstances, the engagement of outside lawyers must be officialized by a detailed contract specifying the form of payment of fees (per hour worked, lump sum, success fee or another form of remuneration), following the criteria set out in ODB guidelines and market practices.

The officer Responsible for Legal Affairs and Governance must assess the outside lawyers on an ongoing basis so as to guarantee the quality of the legal services provided to ODB.

5.2 Officializing and storing documents

All contracts and any other documents regulating the rights and/or obligations of ODB must be entered into with the support of the officer Responsible for Legal Affairs and Governance and can only be officialised after his/her review, in observance of the applicable laws, regulations and internal guidelines.

Contracts signed by ODB without the support of the officer Responsible for Legal Affairs and Governance and/or an outsourced consultant, according to the guidance in this Policy and the Directive on Standard Contracts can only be entered into if they follow the standard drafts previously validated by the officer Responsible for Legal Affairs and Governance and/or outsourced consultant. Contracts validated by an outsourced consultant selected by the officer Responsible for Legal Affairs and Governance or based on the standard draft will not necessarily be reviewed by the officer Responsible for Legal Affairs and Governance.

All contracts must contain an anti-corruption clause and a code of conduct for suppliers.

The officer Responsible for Legal Affairs and Governance must keep and store documents and data in a secure and organized manner for the length of time determined by the applicable laws, and those documents and data must be readily accessible in compliance with legal requirements, internal norms and the interests of ODB.

For the purposes of internal control and traceability of documents, contracts must be numbered and filed by each contracting team of the holding company. The numbering must be made up of a code of the area requesting the service + sequential number for contracts issued that year + the year the contract was signed.

The safekeeping of corporate documents is the responsibility of the officer Responsible for Legal Affairs and Governance.

5.3 Receiving legal documents

All legal documents received on behalf of ODB, such as notifications, subpoenas, summonses, letters, court correspondence and extrajudicial notifications must be sent to the officer Responsible for Legal Affairs and Governance or the member of his/her team responsible for the matter in question. A training plan will be developed for local administrative teams to ensure compliance with this guidance.

5.4 Police and judicial procedures

The procedures of or hearings with the police, judicial or administrative authorities on matters involving ODB should, whenever possible, be attended by a member of the officer Responsible for Legal Affairs and Governance's team.

The officer Responsible for Legal Affairs and Governance must be promptly informed of any and all situations of this nature.

5.5 Representation in court and before investigative and supervisory bodies

The representation of ODB in court and before investigative and supervisory bodies such as public prosecutors' offices, the police, controllers and public attorneys, must be carried out exclusively by the officer Responsible for Legal Affairs or authorized persons under his/her guidance.

5.6 Communications

All ODB internal and external communications with potential legal repercussions must be made with the involvement of the officer Responsible for Legal Affairs and Governance.

6. SCOPE

This Policy on Legal Affairs applies to all members of ODB, including those who perform tasks of administrators, and members of wholly owned ODB subsidiaries that do not have a board of directors.

Additionally, this policy serves as a guideline for the members of the boards of directors of ODB subsidiaries who are appointed by the holding company, so that, in alignment with the other board members, they may approve and implement a legal affairs policy containing the principles, concepts and other guidelines set forth and detailed in this policy. However, supplementary documents and other guidelines required to adapt this policy to the characteristics of each respective Business and the interests of the other partners must also be drafted.

7. ACKNOWLEDGMENT AND CERTIFICATION

All members of ODB, including those who perform tasks of administrators, and members of subsidiaries that do not have a board of directors, as well as ODB subsidiary board members appointed by the holding company, must confirm receipt of this Governance Policy within thirty (30) days of its date of approval.

8. GENERAL PROVISIONS

If they have any questions regarding the contents of Odebrecht S.A.'s Policy on Legal Affairs, Members can and must seek explanations from their direct leader or, if necessary, from the officer Responsible for Legal Affairs and Governance.