



Code of
Conduct

VERACEL

**The roots
of good conduct**



Code of Conduct

The roots of good conduct

A message from the Directors

Veracel's vision – to be a benchmark in sustainability worldwide – shows our conviction that organizations that wish to be transparent cannot allow gains at any cost.

Veracel's mission – to use sustainable practices and technological excellence to transform renewable resources into high quality, bleached cellulose fiber – expresses the fact that its success depends on its capacity to lead in an ethical and responsible manner.

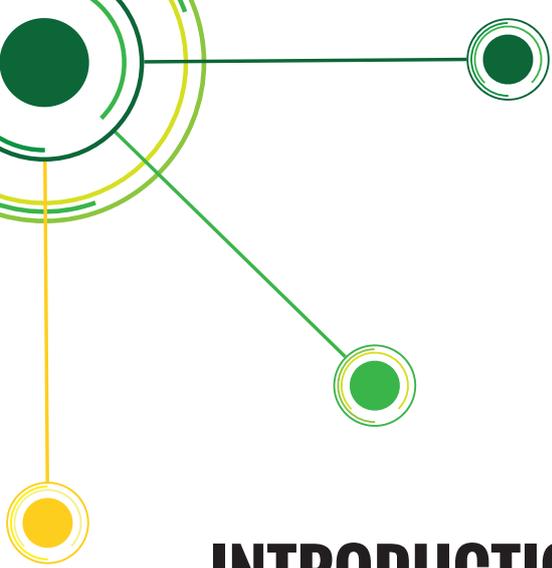
Veracel's values – a commitment to results, relationships based on constant dialogue, integrity and transparency, respect for the environment, social responsibility, customer satisfaction and a commitment to people – transmit our concern that the work we do dignifies human beings in a broad sense.

The way we conduct our business and our processes must be in line with our vision, mission and values, which take material shape in this Code of Conduct. It is up to each one of us to understand and disseminate the importance of complying with these guidelines and we must be fully aware that there is no right way of doing something that's wrong.

This Code is much more than a document; this is a work instrument that shows us the best way to act. While indicating the conduct we expect from our employees, it also aligns Veracel's beliefs with best market practices.

We believe that our Code of Conduct will help us construct an organization that is even more solid and honest; one that is capable of producing special results that are obtained on the basis of an alliance between performance and ethics.





INTRODUCTION

Veracel Celulose S.A., a private corporation, has its headquarters and mill in Eunápolis, Bahia. It is one of the biggest pulp producers in Brazil. The company is recognized as having one of the lowest cost pulp production processes and this makes it globally competitive in the segment in which it operates.

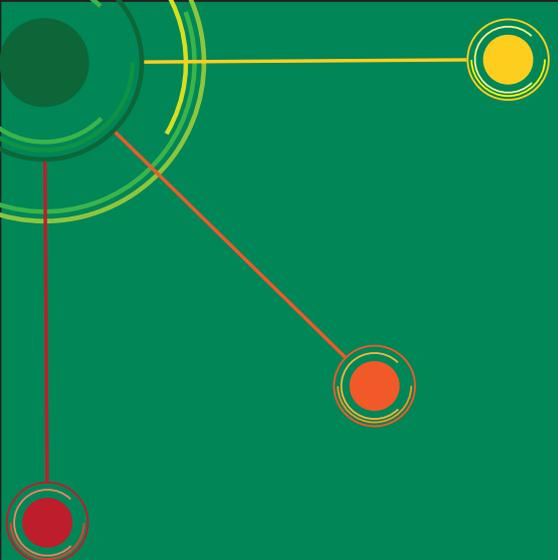
The company is the result of a partnership between two international leaders in the pulp and paper industry, Brazilian company, Fibria, and Swedish-Finnish, Stora Enso.

Veracel's mill, which is considered to be one of the most advanced in the world in the industry, has been operating since 2005, producing top quality pulp fiber. But the undertaking's commitment goes beyond striving after excellence in its end product. Respecting the environment, generating employment and income for local communities, promoting improvements in the quality of life of the population and fostering development following the principles of sustainability are Veracel's goals.

Throughout its whole production process, Veracel concerns itself with the social, environmental and economic impact of its activities and in this sense it seeks to guide its activities with good conduct practices and thereby influence its stakeholders.

Good conduct within this Code mainly comprises integrity, transparency, impartiality, professionalism, trust, sustainability, compliance and respect for human rights.

With its commitment to sustainable practices and corporate governance, Veracel has developed this Code of conduct that crystallizes the ethical values it adopts in its relationships with all its stakeholders.



“Ethics is the basis of a responsible operation, the passport to sustainability, the certainty of constant profits and the guarantee of a business that is long-lasting.”

Source: Brazilian Institute of Ethics in Business

“The ethical principle of reciprocal respect for the rights of citizenship and the physical and moral integrity of people constitutes the basis that guides and forms the foundation of our relationships with any and every person involved in and/or affected by our actions.”

Source: Ethos Institute of Social Responsibility

“The Code of Conduct must cover the relationship between board members, directors, partners, employees, suppliers and other stakeholders. Board members and executives must not exercise their authority for their own benefit or for that of third parties.”

Source: Brazilian Institute of Corporate Governance

Page
12

Concepts

Page
15

**Corporate
governance**

Page
21

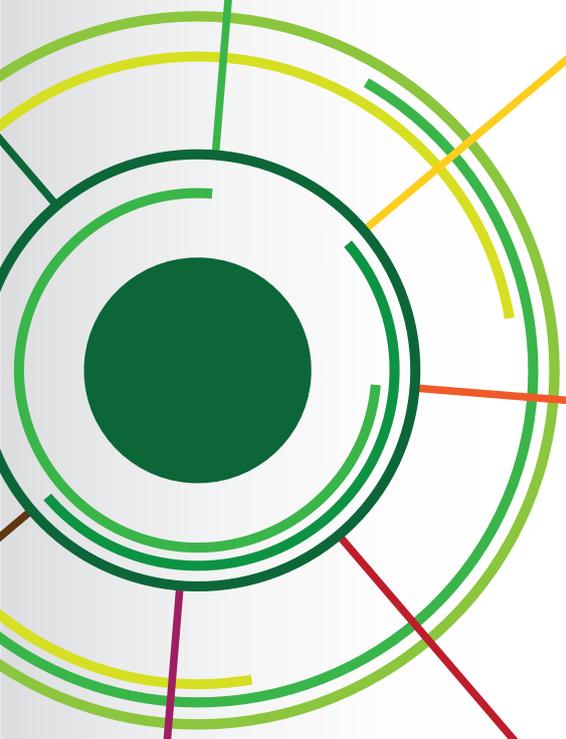
**Relationship with
Stakeholders**

Page
33

**Questions of
General Interest**

Page
47

**Clarifications and
Denunciations**



The image features a large green circle on the left side. In the upper right quadrant, there are several curved lines in shades of green and yellow, creating a sense of movement and depth. The word "Concepts" is written in white, bold, sans-serif font within the green circle.

Concepts

CONCEPTS

COMPLIANCE – The term ‘Compliance’ comes from the English verb “to comply”, which means to carry out, satisfy and undertake what was imposed in accordance with the legislation and regulations applicable to the business and in accordance with Veracel’s Code of Conduct and the policies and rules of the organization. In short, it is being in conformity with rules, norms and procedures.

CORRUPTION – This is the abuse of power or authority by a person in order to obtain personal advantage. The most common form of corruption is bribery.

DUE DILIGENCE – This is an investigation and auditing process of information relating to companies or private individuals to confirm the facts made available.

ANTICORRUPTION LAWS – Veracel is obliged to observe the Anticorruption Laws listed below and all the laws and rules that are applicable within the terms of Brazilian legislation:

FCPA – Foreign Corrupt Practices Act – The corrupt practices law of the United States of America.

UK Bribery Act – The corrupt practices law of the United Kingdom.

Law 12,846 of 2013 – Brazilian anticorruption law.

BRIBERY – This comprises the act of giving or receiving money, a gift, or other advantage as a way of inducing the practice of any dishonest or illegal act or the breakdown in trust in the practice of their functions.

FACILITATING PAYMENT – This is the payment of a small amount to any person to ensure or to speed up the execution of an action or service to which a person or Veracel has the normal and legal right. For example, small payments for obtaining authorizations, licenses and other official documents; for processing government documents, like visas and service orders; or for the provision of a telephone service, or the supply of water, electricity and the like.

MANAGER – Area manager or director.

THING OF WORTH – For the purposes of this policy this means money, gifts, trips, entertainment, or the offer of employment, meals or work. An item of value may also include the sponsorship of events, scholarships, support for research and charitable contributions being requested, or for the benefit of government employees or members of their family, even if it is for the benefit of a legitimate charitable organization.

RELATIVES – Relatives are considered to be family members up to the second degree: father, mother, child, brother/sister, grandparent, grandchild, aunt/uncle or nephew/niece. For the effects of this Code, relatives by affinity will also be considered, namely: spouse, companion, son-in-law, daughter-in-law, father or mother-in-law, godfather, godmother, stepchild and brother-in-law or sister-in-law.

GIFT – This is anything of value that is given or received in a commercial relationship and for which the recipient does not need to pay.

PUBLIC EMPLOYEE – A public employee is considered to be any director or employee of a public company or those controlled by the government. As this term is interpreted in an ample way by the anticorruption authorities, we list below some categories of individual considered to be public or government employees for the effects of the Anticorruption Law:

Directors and employees of any government body at the national, state, regional, municipal or local level, including elected directors;

Any private individual acting temporarily in an official way for, or in the name of, any government body (such as for example, a consultant hired by a government agency);

Directors and employees of companies in which the government has a shareholding;

Candidates for political positions at any level, political parties and their representatives;

Directors, employees or the official representatives of any international public organization.

The term 'public employee' also includes the family members of any one of these people (spouse, companion, grandparents, parents, children, siblings, nephews and nieces, aunts and uncles and first cousins).

THIRD PARTY REPRESENTATIVE – These are all the third parties who represent Veracel: consultants, service providers, business partners, suppliers and others.

Corporate Governance

Corporate Governance	16
Aspects of Governance	16
Compliance	17
Areas of Internal Audit and Compliance and Internal Controls	17
Board of Directors	18
Audit Committee	18
Publication of the Balance Sheet and Audit Report	19
Preventing Corporate Fraud	19

CORPORATE GOVERNANCE

Corporate Governance is the system by which organizations are directed, monitored and encouraged, involving relationships between owners, the Board, the general management and control organs. Good corporate governance practices convert principles into objective recommendations, aligning interests with the purpose of preserving and optimizing the worth of the organization, facilitating its access to resources and contributing to its longevity.

ASPECTS OF GOVERNANCE

Corporate Governance is understood to mean the adoption of a management structure that makes the administration of Veracel feasible and supervises the formulation and execution of strategies, the process by which audits are carried out and their effectiveness controlled, and communication with shareholders and stakeholders.

Within the scope of Corporate Governance are included all relevant organizational activities, ranging from compliance with laws and regulations to risk management.

This structure of corporate governance, with company processes and activities being supervised by the Board of Directors, aims at effectively managing any conflicts of interest that may exist between shareholders and the company's top management, by aligning the interests of this top management with the directives laid down by the shareholders.

Corporate Governance in Veracel includes the practice of ample transparency, accountability, equity and corporate responsibility, all of which contribute towards organizational integrity, the retention of employees and their commitment to the company.

To ensure the functioning of this structure based on the basic principle of corporate governance – the supervision of top management by the shareholders - Veracel has a Board of Directors, comprising the representatives of shareholders, an Audit Committee and specialist Support Groups.

To comply with one of Veracel's most prized values - transparency – the Board decided to base its business management guidelines on the principles of corporate governance.



COMPLIANCE

Compliance is the duty to comply, to be in conformity and to ensure compliance with laws, guidelines and internal and external regulations, seeking to reduce the risk associated with the company's reputation and the legal / regulatory risk.

Veracel observes and complies with Brazilian laws and has high standards of quality management, thereby seeking to follow good international and domestic practices.

Within the scope of its operation and its business, the company bases its actions on strict observance of the law and it is the responsibility of its employees, permanent partners and suppliers to ensure compliance with it.

AREAS OF INTERNAL AUDIT AND COMPLIANCE AND INTERNAL CONTROLS

COMPLIANCE / AUDITING / RISK MANAGEMENT

The areas of Internal Audit and Compliance and Internal Controls cover systems, processes, procedures, people and technology. The area is particularly involved with providing advice for the Administration during the internal control phase of a process, as far as concerns the extent to which this control is involved in dealing with regulatory risks.

Veracel has a general management team that is supported by its areas, the specific function of which is to manage compliance. Its main duty is to identify, map out and manage the various risks to which the company is subject, including the risk to its image.

Well-aware of the importance of managing the risk to its image and damage to its reputation, Veracel adopted this Code of Conduct with the aim of disseminating among its employees, permanent partners, suppliers and stakeholders the good conduct practices that should permeate their activities and attitudes when exercising their professional duties.

BOARD OF DIRECTORS

The Board of Directors, the collegiate body charged with the decision-making process within an organization relative to its strategic direction, is the main component of the governance system. The Board receives its powers from the shareholders, is accountable to them, is the guardian of the corporate purpose and governance system and decides on the direction of the business in accordance with the organization's best interests.

The Board of Directors is responsible for supervising the management of Veracel and for establishing the strategy, investment, finance and company organization directives that must be followed by its general management, which it also appoints.

Veracel's Board of Directors comprises members who represent the company's shareholders and who meet together periodically and ratify the Audit Committee's recommendation regarding the appointment of independent auditors.

AUDIT COMMITTEE

The Audit Committee is an important institution for analyzing the financial statements, supervising and holding the Finance area accountable, guaranteeing that the general management develops reliable internal controls, that the Internal Audit area fulfils its function satisfactorily and that the independent auditors, by way of their own review, evaluate the practices of the general management and internal auditors. The committee must also ensure compliance with this Code of Conduct when no Conduct (or Ethics) Committee has been designated for this purpose by the Board of Directors.

Veracel's Audit Committee comprises representatives of the shareholders, who come mainly from the Risk Management and Controllership areas, and a representative from the area of Internal Audit and Compliance.

This Committee is responsible for supporting the Board in maintaining the integrity of the company's balance sheets.

Within the duties of the Audit Committee are the review of the structure of the internal controls, the management and reporting of the financial situation and the audit process in Veracel.

It is also the responsibility of the Audit Committee to assess and investigate any denunciations received by

Veracel by way of the Anonymous Communication Channel, regardless of their nature – the suspicion of corporate fraud or fraud of any other nature, or any other illegal act or violation of this Code of Conduct.

PUBLICATION OF THE BALANCE SHEET AND AUDITING

Law 11,638/07 establishes that companies considered to be “large” according to the legal definition, regardless of their corporate arrangement, are obliged, in as far as applicable, to follow the rules on accounting entries and financial statements laid down in the Law of Corporations (S.A.), as well as being obliged to be independently audited by an auditor registered with the Brazilian Securities Commission (CVM).

Veracel strives to ensure the authenticity and transparency of the information contained in its balance sheets that are published annually in at least one major nationally published Brazilian newspaper and another that has a large regional readership.

The annual balance sheets of Veracel are audited by an external independent audit firm that carries out quarterly reviews and an annual audit of the company’s internal controls.

PREVENTING CORPORATE FRAUD

The organization must establish a policy with concepts and guidelines for preventing and combatting corporate fraud.

In line with strict compliance with the law and with the principles of good conduct prescribed in this Code, Veracel will not tolerate the involvement of employees or permanent partners in the practice of corporate fraud or any other form of fraud or illegal act in the exercise of their functions or by reason of them. It reserves the right to investigate the facts and apply the appropriate administrative penalties, without prejudice to the civil and/or criminal responsibility of the fraudster.

The company will deal confidentially with any communication relating to corporate fraud or any other form of fraud, illegality or improper conduct, whether carried out anonymously or not, with the aim of protecting the author of the communication and the quality of the investigations.

Relationship with Stakeholders

RELATIONSHIP WITH EMPLOYEES	22
Conflicts of interest	22
Privileged information	24
Conduct outside Veracel	25
Discrimination in the workplace	25
Moral or sexual harassment	25
Use of alcohol or drugs, carrying arms and the sale of goods	26
Exploitation of adult or child labour	27
Political activities	27
Use of the organization's assets	27
Guideline regarding the use of electronic media	28
RELATIONSHIP WITH CUSTOMERS	29
RELATIONSHIP WITH SUPPLIERS	30
RELATIONSHIP WITH COMPETITORS	30
RELATIONSHIP WITH THE COMMUNITY	31
RELATIONSHIP WITH THE GOVERNMENT	31

The following are examples of situations of "conflicts of interest" that must not be practised by Veracel employees:

To own, whether directly or indirectly, by way of a spouse or relative, company shareholdings and/or interests of any nature in public corporations, companies or organizations (suppliers or partners), the contract of which is managed by an employee of Veracel;

To have any degree of subordination with a spouse or relative when carrying out activities for which they are responsible as an employee of Veracel, a supplier or partner;

To derive any unfair advantage for themselves or for third parties that is the object of their duties within Veracel, or develop activities that are contrary to the company's interests.

RELATIONSHIP WITH EMPLOYEES

Commitment to people is a value for Veracel. The company's employees and those of its partner companies share the responsibility to make sustainability a concept that is applied in their routine activities. Veracel likewise seeks to offer suitable working and professional development conditions, with initiatives and postures that are aligned with this value.

CONFLICTS OF INTEREST

External activities and the functional duties of employees must be in perfect harmony, in such a way as to avoid conflicts of interest and not to have an adverse impact on their relationship with Veracel.

Veracel employees have a duty to take business decisions that look after the company's interests and not based on their own personal interests. They must inform their respective manager about any personal interest that may represent a risk to the performance of their professional duties.

Employees cannot use companies with which they have a commercial relationship by reason of their activities within Veracel for personal contracts, unless these contractors offer no personal benefit in the contract. This rule applies particularly if the employee exercises, or has the capacity to exercise, a direct or indirect influence on a decision, or otherwise, relating to a contract with Veracel.

Conflicts may take the form of a commercial relationship or a shareholding in a competitor or customer of Veracel. It can also be a shareholding in parallel activities that prevent the employee from complying with their responsibilities in the company.

It is important that all employees recognize and avoid conflicts of interest when undertaking their professional activities.

Any hirings that involve a spouse or relative must be validated by Veracel's Collegiate Board.

The following are considered to be conflicts of interest:

A. Competing with Veracel

An employee cannot operate or provide assistance for a company that is a competitor of Veracel or become involved in any competitive activities.

B. Parallel work

Text writing and conference activities are not considered to be parallel work. For all other types of activity authorization must be requested from the immediate manager and will not be granted if the activity in question is prejudicial to Veracel's interests. Authorization may be refused if the employees have a commercial relationship with a company when exercising their functions within Veracel. An authorization granted previously can also be revoked on the basis of these fundamentals.

C. Shareholdings in third party companies

Employees who have or acquire, either directly or indirectly, a shareholding in a Veracel business partner or in a company in which Veracel owns shares, will also have to communicate this fact to their immediate manager, who in their turn must communicate this to the Collegiate Board of Veracel.

Once a shareholding in a third party company has been communicated, Veracel may take the necessary measures to eliminate any conflicts of interest.

D. Handling Veracel property

Veracel has many devices and pieces of equipment, like telephones, photo-copiers, computers, software, the Internet/Intranet, machinery and other tools. These devices must be used only for Veracel activities and not for any personal gain. Exceptional cases may be agreed, if applicable, provided that Veracel's property:

- is not associated with any illegal activity;
- does not cause an actual or presumed conflict of interest;
- does not lead to significant additional costs, to any disturbance to the business activities of Veracel or to other effects that are harmful to the company, including interference with complying with the duties attributed to an employee or to other employees.

Without the due authorization of their managers, employees may not create registers, video or audio recordings, or reproductions using Veracel equipment or installations, if the activity is not directly related to Veracel's business.

(Read more on this subject on page 27.)

PRIVILEGED INFORMATION

Strategic or confidential information is that which is not known by the market, but the disclosure of which may affect Veracel's operations.

Privileged information may be obtained by the employee when undertaking their functions, such as:

- financial results;
- financial plans or budgets;
- changes in dividends;
- important mergers or acquisitions; disposals;
- contract awards or particularly important strategic plans;
- major developments in litigious cases;
- technical or product developments;
- large scale alterations in management, joint ventures and major business contracts;
- business relations.

Privileged information cannot be disclosed or made available to third parties without due authorization, including to journalists, financial analysts, customers, consultants, family members or friends.

Employees must always guarantee that privileged information is protected or kept under lock and key, in such a way as to prevent access to it by unauthorized people.

It is the employee's duty to prevent access to such information of whomsoever it might be; they must take extra special care with documents and even with material left on desks or in drawers and filing cabinets.

In some cases, managers may be held personally responsible if an employee violates the rules relating to the abuse of privileged information, if such a violation could have been prevented with adequate supervision.

Additional or special rules with regard to the abuse of privileged information **must** be respected, as applicable.

(Read more about this subject on page 37.)

CONDUCT OUTSIDE VERACEL

As members of the staff of Veracel, employees must behave discreetly in a public place, whether in circumstances involving their professional activity, or in situations in their own private life. They must act prudently and cautiously and not expose Veracel or their own career to any risk.

Both internally and externally, such as taking part in a training course or an event, using a Veracel vehicle or in other situations that allow the company to be identified, the employee's conduct in work situations must be compatible with Veracel's values, thus contributing towards the company being recognized as having a good corporate image.

The employee is expected to behave in a manner that is coherent with the conduct described in this Code of Conduct.

DISCRIMINATION IN THE WORKPLACE

Veracel values diversity in work relations. Therefore, everyone must be treated respectfully, cordially and fairly, regardless of their position or the function they hold.

Veracel cultivates an environment that respects dignity, diversity and human rights and adopts policies and practices that actively contribute towards preventing, combatting and eradicating degrading forms of labour (child, forced and slave). The company prohibits discrimination, harassment, disrespect, exploitation and prejudice of any nature, whether of race, religion, age, sex, political conviction, nationality, marital status, sexual preference, appearance, weight or any other.

Veracel encourages the human and professional development of its employees by way of suitable salary and benefits policies and practices. It also promotes education, health and safety at work programs. The company respects the right to belong to a trade union and collective bargaining. In recruitment, selection and promotion processes those candidates who present the results that are most suitable for the profile defined for the position will be considered to be fit for it.

MORAL OR SEXUAL HARASSMENT

Harassment is characterized by the fact that someone in a privileged position uses this advantage to humiliate, disrespect and embarrass another. Moral harassment occurs when someone is exposed to situations of humiliation during the working day. Sexual harassment aims to obtain a sexual advantage or favor.

Veracel does not allow any form of harassment, such as sexual, economic, moral, racial or of any other nature, or situations that can be classified as disrespect, intimidation or threat in the relationship between employees, regardless of their level in the hierarchy, or the glorification of violence.

Any employee who considers they have been discriminated against, humiliated or the target of prejudice, pressure or abusive practices or found themselves in situations of disrespect and feel embarrassed about dealing with the matter with their hierarchical superior can use the Anonymous Communication Channel, which is available to them in Veracel and on the shareholders' website.

Veracel respects and applies THE TEN PRINCIPLES of the Global Pact:

1. It supports and respects the protection of internationally proclaimed human rights within its sphere of influence;
2. It makes sure it is not complicit with human rights abuses and violations;
3. It upholds the freedom of association and the effective recognition of the right to collective bargaining;
4. It supports the elimination of all forms of forced or compulsory labour;
5. It supports the effective abolition of child labour;
6. It eliminates discrimination in respect of employment and occupation;
7. It supports a precautionary approach to environmental challenges;
8. It undertakes initiatives to promote greater environmental responsibility;
9. It encourages the development and diffusion of environmentally friendly technologies;
10. It fights corruption in all its forms, including extortion and bribery.

USE OF ALCOHOL OR DRUGS, CARRYING ARMS AND THE SALE OF GOODS

Every employee of Veracel must look after the corporate image. Therefore, the use of alcohol or drugs, the carrying of arms and the sale of goods in their own interest is prohibited when exercising their profession.

The consumption of alcoholic drinks during working hours is prohibited, as it is during rest and meal intervals. Employees are also not allowed to work when under the influence of alcohol.

The use and/or carrying of drugs and/or remaining in the workplace when under the influence of these substances, which can affect the safety and performance of their activities, is prohibited.

No types of arms are allowed on Veracel premises, except when carried by professionals who are expressly authorized to do so.

The sale or exchange of goods that are of private interest is prohibited on Veracel premises.

EXPLOITATION OF ADULT OR CHILD LABOUR

Veracel does not allow the practice of hiring or forming partnerships with organizations that have some link with the exploitation of adult or child labour.

The exploitation of adult and child labour is not accepted and the company reserves the right to have no relationships of any nature whatsoever with organizations, entities or institutions that adopt this practice.

Adult labour exploitation is understood to mean slave labour, as provided for in Article 149 of the Brazilian Criminal Code.

POLITICAL ACTIVITIES

The resources, premises and image of Veracel cannot be used to serve personal or party political interests.

Employees are forbidden from making any contribution in amount, goods or services in the name of Veracel for political campaigns or causes, except by resolution of the Board of Directors. Such a contribution shall be made in accordance with current legislation.

Veracel respects the individual right of the employee to become involved in civic matters and to take part in the political process. But such participation must occur during their free time and at their own cost.

In this situation the employee must make it clear that any manifestations they make are their own and not Veracel's.

USE OF ASSETS OF THE ORGANIZATION

All Veracel's assets have a single objective: to serve the needs of Veracel, and its employees must ensure they are well used, conserved and looked after accordingly.

The goods, equipment and installations of Veracel are exclusively destined for use in its operations and cannot be used for private purposes, except in specific situations as defined by Veracel.

It is the responsibility of employees to ensure that any Veracel property that is entrusted to them is used well and conserved.

Any questions relating to the donation, sale or assignment of the use of buildings must be submitted to the Legal Department for its assessment and formally authorized by management.

GUIDELINE REGARDING THE USE OF ELECTRONIC MEDIA

Veracel makes available and encourages its employees and permanent partners to use electronic media and data transmission when performing their professional activities related to the company. This is because the company understands that these tools optimize time and contribute towards improving communication, in addition to providing a saving and benefits in terms of preserving the environment.

The use of electronic media for personal matters is allowed provided it is not contrary to internal rules and guidelines and does not interfere with the flow of work.

The exchange, download, storing or use of obscene, pornographic, violent, discriminatory, racist or defamatory content that disrespects any individual or entity and is contrary to the policies and interests of Veracel is prohibited. Games and chain messages are also not allowed.

Veracel reserves the right to monitor the use of all electronic means of communication and data transmission that it makes available to its employees and partners, including access to personal apps, in order to avoid abuse and protect its corporate interests.

Veracel's internal information systems and communication and data transmission resources must be protected against loss, theft or misuse. Misuse or unauthorized use is characterized as misappropriation of company property and whoever becomes involved in this practice will be subject to the appropriate administrative, civil and criminal measures.

Users in general must not expect privacy in the use of these systems and resources. That is why Veracel, at its own discretion, may use and monitor any information transmitted or present in these media.

This rule covers any information that is written or stored in electronic systems or any other associated media. It also includes technically developed information that is acquired by associations, acquisition, license or purchase, or entrusted to Veracel.

All files and information referring to the professional activity that are created, received or stored on its electronic systems are the property

of Veracel and constitute commercial and legal goods. So, if an employee moves or leaves the company, the information they maintain must be sent to their immediate boss for safekeeping or discarding.

The access password to the systems is for exclusive personal use. It is not allowed to assign it to third parties, even if it is a work colleague.

No software or programs must be copied or installed on Veracel's computers without the prior authorization of the Information Technology area.

RELATIONSHIP WITH CUSTOMERS

Veracel bases negotiations with its customers on values and ethical principles founded on honesty, loyalty and justice and provides all the information necessary with regard to the products acquired.

Based on practices of good conduct as defined in this Code, Veracel seeks to constantly improve its processes and products, using the most modern practices for obtaining the best quality standards, achieving the lowest production costs relative to its competitors, making the least environmental impact and consequently guaranteeing customer satisfaction.

The requirements and expectations of the customers must be considered and everything that is agreed upon must be strictly complied with.

Veracel does not discriminate against its customers, whether in terms of their origin, economic size or location. However, it reserves the right to terminate any commercial relationship whenever its interests are not being met or when the relationship also represents a legal, social or environmental risk.

Information about the company's products and services must be always clear and true. Customers must be provided with technical data, especially safety, health and environment requirements.

It is prohibited to make improper payments to any person with the intention of facilitating the sale of products or services, even if it results in the loss of business opportunities.

All employees are responsible for the confidentiality of any secret information passed on to them by customers and partners.

RELATIONSHIP WITH SUPPLIERS

Veracel strives hard to ensure that its relationship with suppliers is conducted in honest, loyal and equivalent terms, as it constantly seeks partnerships with and cooperation between the parties.

Veracel encourages its suppliers, regardless of their size or geographic position, to adopt management practices that aim for excellence as far as concerns respect for human dignity, preservation of the environment and the promotion of social justice.

Veracel will make every effort to ensure that its suppliers observe the good conduct practices of this Code. It will do so by way of contractual clauses that will form an integral part of the supply and service provision agreements to be signed by the company.

The selection and hiring of suppliers must be the object of transparent and unequivocal competition, which favors technical competence, compliance, a good reputation and the ethical behavior of the supplier, the aim being to obtain the best possible result in terms of cost and quality for the company and the good risk management of its image.

Veracel therefore prohibits any practice that involves requesting or demanding from any supplier or potential supplier any gift, payment, donation, gratification, leisure option, sponsorship or any other advantage or benefit proposed, with the purpose of favoring it in its choice as supplier.

In the case of a permanent partner or supplier providing **gifts**, the procedures described in this Code of Conduct in the item “Gifts and Presents” shall be adopted.

The hiring of companies that belong to, or are directed by former employees must be approached with the necessary care so as not to expose Veracel to labour law related risks.

(Read more about this matter on page 41.)

RELATIONSHIP WITH COMPETITORS

Veracel conducts itself in line with the principle of free competition. The relationship of Veracel and of its employees with competitors must be based on the best commercial practices, in harmony with organizational values and observance of the good conduct practices provided for in this Code.

All information about the market and competitors that is legitimate and necessary for the business must be obtained by way of transparent and trustworthy practices; it is forbidden to obtain such information by illegal means. Employees are forbidden from adopting any attitude that tarnishes the image of Veracel's commercial partners or competitors.

Veracel's business must be based on observance of the law and on

Veracel's value and its Code of Conduct, and all employees must ensure they are complied with.

Understandings must not be entered into with competitors with the objective of abusing economic power or getting involved in arbitrary commercial practices.

RELATIONSHIP WITH THE COMMUNITY

Veracel is committed to the economic and social development of the communities in which it operates.

All its employees are committed to acting in accordance with Veracel's values and maintaining permanently open channels of dialogue with all the communities where the company has a presence.

Investment in social, cultural and environmental projects must be guided by the real demands of the communities and must also be aligned with the directives of Veracel, in such a way as to meet the requirements of the projects that are effectively committed to promoting social transformation.

Veracel encourages the participation of its employees in volunteer programs.

The company has a systematic relationship with traditional communities by way of agreements or actions and with the total knowledge and consent of the Brazilian authorities. Regardless of the legal situation of the indigenous lands in the municipalities where it operates, Veracel acknowledges, respects and contributes towards Indian causes.

RELATIONSHIP WITH GOVERNMENT

Veracel undertakes no party political activities and will not lend its financial support in any shape or form to parties and/or candidates; neither will it offer any amount to civil servants with the intention of obtaining any advantage.

The supply of information to all spheres of government, including to municipal, state and federal public bodies, must always be in writing, officially filed and with due guidance coming from the Legal Department.

Whenever a demand is presented by a government representative, including inspection processes, the employee must submit it to the Legal Department before forwarding it for action. If a search warrant is presented to an employee, they must cooperate, but immediately get in touch with the Legal Department for prior guidance on how to proceed and in order to receive assistance.

For the purposes of this Code, illicit means are illegal and morally unacceptable ways of accessing confidential information.

Complete, precise and sufficient information must be submitted for clarifying the issue, in such a way as to comply strictly with the applicable rules. The employee must analyze whether the information provided is classified as being “confidential” and if measures were taken to protect its confidentiality. The Legal Department must be consulted to offer the necessary assistance.

Veracel prohibits making payments as a gratification or offering any advantage to public employees.

Veracel reserves the right to make a public statement about government policies and decisions that may affect its business and its relationship with employees, consumers or shareholders. To make such a statement, however, employees require authorization from the Veracel Board of Directors.

Employees must not use the name of Veracel when dealing with personal matters of any nature in their relationship with government.

Questions of General Interest

Image and Reputation	34
Intellectual Property	34
Responsibilities	35
Compliance of Accounting Methods with the Applicable Legislation	35
Accounting Registers	35
Good Conduct Training and Awareness-Raising	36
Duty of Confidentiality / Matters of a Strategic Nature and Competitive Differential	37
Gifts and Presents	37
Good Conduct Practices in Business	40
Health, Safety and Environment	45
Industrial and Intellectual Property Rights	45
Disciplinary Measures	46
Sustainability	46
Omissions	46

IMAGE AND REPUTATION

The construction and strengthening of the image and reputation of Veracel also occur by way of dialogue with, and its behavior towards those public groups to which it relates. Therefore, all actions within and outside Veracel must always be in harmony with the company's principles and values.

Management of the image and reputation of Veracel must follow the position defined by the Board of Directors, under the guidance of Veracel's Sustainability Department.

Whenever an employee is acting as a representative of Veracel in a professional or social situation they must honor the principles of honesty and integrity here expressed and must not adopt postures or attitudes that may compromise the image, reputation or interests of Veracel.

Measures that punish unethical conduct, like a verbal or written warning, suspension or dismissal, may be adopted to safeguard the reputation and image of Veracel and to encourage ethical practices.

INTELLECTUAL PROPERTY

Intellectual property is a strategic asset for Veracel. It includes patents, registered trademarks, technical data, information about processes and the market, among other items that would be of benefit to a competitor if they knew about them.

The results of the work of an intellectual nature and the strategic information generated within Veracel are its exclusive property.

Employees are responsible for dealing with information about the intellectual property to which they have access in a confidential way and they must use it carefully.

It is forbidden to disclose this information without the express authorization of the Veracel general management.

In response to legitimate requests from government authorities confidential information may be supplied only after considering if it will be treated confidentially and after adequate measures have been taken to protect its confidentiality, with the help of Veracel's Legal Department.

RESPONSIBILITIES

It is important to define responsibilities when it comes to establishing who is responsible for their own acts, who pays for their mistakes and who complies with their obligations.

The directors, managers and other people in positions of authority within Veracel are responsible for the day-to-day operational activities of the company. Their procedures must be based on the principles of good conduct and on the practice of corporate governance as described in this Code. They therefore rely on the support of employees and partners.

COMPLIANCE OF ACCOUNTING METHODS WITH THE APPLICABLE LEGISLATION

Veracel prides itself on the fact that all its accounting methods comply with accounting norms and practices.

Veracel's Director President is responsible for managing the company in accordance with the strategies defined by the Board.

The company's Finance Director is responsible for financial and accounting matters, for investor relations (IR) and for ensuring that the accounting methods employed in Veracel's records and balance sheets are in accordance with legal requirements and Brazilian and international accounting practices.

ACCOUNTING RECORDS

It is vitally important for the shareholders, top management and for other employees of Veracel that the company's accounting records are accurate, complete and true.

Veracel is obliged to keep books, records and accounts that reflect all its transactions in a detailed, accurate and correct way. To combat and prevent corruption it is important that transactions are transparent, fully documented and codified to accounts that reflect their nature in a precise manner. Trying to camouflage a payment may create an even worse violation than the payment itself.

The company has to ensure that all transactions/operations are fully documented, correctly approved and codified to the correct expense description. On no account must Veracel's books or accounting records contain false or deceitful documents.

Veracel's accounting records shall obey the applicable legal and tax rules, as well as the company's rules and principles.

If it becomes known or there is a suspicion that someone is directly or indirectly falsifying the books and records or trying to hide or camouflage payments, such a concern must be immediately communicated to the Internal Audit and Compliance area or to the Anonymous Communication Channel.

The company's accounting records are available for checking by top management, by shareholders and by external auditors.

Veracel adopts and maintains a high standard of accuracy and integrity in its accounting records, as prescribed by Brazilian and international accounting principles. Veracel's internal controls relating to its financial statements must ensure that the operations are duly authorized, executed, recorded and reported and that they offer a reasonable degree of security, in such a way that:

- All operations are recorded as necessary to allow the preparation of financial statements in accordance with generally accepted accounting principles, or any other criterion applicable to these statements, and to maintain control over the assets.
- Access to assets will only be allowed with the general or specific approval of general management.
- The recorded assets are compared with existing assets at reasonable intervals and appropriate measures are taken with regard to any differences.

GOOD CONDUCT TRAINING AND AWARENESS-RAISING

Veracel understands that the preparation, updating and disclosure of this Code of Conduct to all its employees is the best way of training them and raising their awareness about good conduct.

Conscious of its commitment to the value of good conduct, corporate governance, sustainability and compliance with good international practices, Veracel adopted this Code of Conduct that will be disseminated to the employees and permanent partners by way of continuous training, the aim being to raise awareness about the importance of incorporating the values of good conduct and integrity into their day-to-day activities.

Within this context, Veracel supports and encourages its employees to take part in any training whatsoever that is aimed at encouraging good conduct practices.

DUTY OF CONFIDENTIALITY/ MATTERS OF A STRATEGIC NATURE AND COMPETITIVE DIFFERENTIAL

Veracel values respect for and observance of the duty of confidentiality as far as concerns the information obtained in the performance of the corporate function, especially information of a strategic nature.

Secret or confidential information covers all that relating to Veracel or to third parties that has not been communicated to the press and cannot be found on the Internet or in annual reports or other public documents, but to which employees have obtained access within the exercise of their function or because of it.

It is the duty of all employees to maintain the confidentiality of secret information; they must not disclose it under any circumstances whatsoever, including after leaving their employment with Veracel.

GIFTS AND PRESENTS

Veracel understands that giving gifts or presents to any public employee or receiving them from any private company blurs the clear intentions of a professional relationship. That is why this conduct must be followed by all Veracel employees and managers.

When to accept presents, entertainment and trips:

Presents

Employees may accept presents from suppliers, customers and business partners, provided that:

- they are not worth more than R\$ 100.00 (even if they are promotional in nature). Over this value the employee must consult their manager about whether to accept the gift or not.
- they are not in money or its equivalent (such as gift vouchers, or tickets).
- they are not forbidden by legislation.
- they do not create the impression, or establish an implicit obligation, that the person giving the gift has the right to preferential treatment with regard to a contract, to better prices or to better sales terms.
- they would not cause embarrassment to Veracel or to the employee if the fact were to become publicly known.
- they do not prevent the employee who received the gift from offering a Veracel contract to a competitor of the person offering the gift.

- the employee knows that such presents are not prohibited by the company of the person offering them.
- they are not offered as a bribe, reward or “unofficial” commission (for example: in order to obtain or retain business, or to receive improper advantages, such as favors).
- they are not offered in the form of non-monetary services or other benefits (for example, the promise of employment or for resolving issues that are against or in favor of Veracel).

In situations in which it is impractical or impolite to refuse a present in accordance with these guidelines (for example, during hospitality events for customers or when celebrating a commercial transaction), the employee can accept the gift, but must immediately communicate the fact to their manager for their approval, or otherwise. In case of non-approval the gift must be returned to the person who gave it, with the justification that it violates the terms of this Code of Conduct.

Employees must never ask for presents, tips or benefits for their own advantage, regardless of the value.

Hospitality

The employee must take care when accepting hospitality from suppliers, customers and other business partners. If they are in doubt as to what is acceptable, they must consult their manager.

Corporate entertaining (for example: meals, tickets for the theatre or sporting events) may play an important role in the professional relationship between business partners. That is why employees may accept them if they are offered with legitimate business ends, such as for example, creating goodwill and strengthening the relationship with customers and suppliers, provided they are in accordance with these guidelines.

Specifically, employees are only allowed to accept hospitality offered by Veracel business partners if:

- it is not frequent;
- it does not exceed R\$100.00. Over this amount the beneficiary must communicate the fact to their manager for approval or not;
- it is reasonably related to a legitimate business purpose (for example: accompanying a customer or supplier to the theatre or to a local sporting event or taking part in a business dinner);
- it does not constitute a bribe, reward or “unofficial” commission (for

example: to obtain or retain business, or to receive improper advantages or those for their own benefit);

- it does not create the impression (or an implicit obligation) that the supplier has the right to preferential treatment, to win a contract, or to better prices or better sales terms;
- it is reasonable and justifiable within the context of the commercial occasion, in good taste and held in a place that is appropriate to the business;
- it does not have an influence, or seem to influence, the capacity of the employee to act in the interests of Veracel;
- it is within the specific limits established in this Code of Conduct.

It is forbidden to accept hospitality offered by business partners of Veracel if it has a sexual connotation, or includes any type of event involving nudity, pedophilia and other such like.

All employees must note that these hospitality guidelines refer to situations in which the host is present. Tickets for cultural or sporting events offered to employees without the host being present are, in reality, gifts and not hospitality and as such must follow the gift guidelines previously specified.

Trips

In exceptional circumstances it may be justifiable for customers, suppliers or other business partners to pay the travel expenses of employees. As such occasions are rare, offers from third parties to pay for trips and/or related expenses must be:

- communicated, examined and approved by the manager;
- when examining the trip request the manager must consider various factors, such as:
 - Is the primary purpose of the trip business?
 - In the context of the business is the travel class appropriate?
 - Are the proposed expenses in accordance with laws and customs?
 - Does the itinerary minimize parallel trips and avoid tourist or holiday destinations?
 - Does the trip also include relatives?

GOOD CONDUCT PRACTICES IN BUSINESS

In conducting its business, Veracel rejects any business practices that may characterize bribery, price fixing or similar behavior and prohibits its employees, partners and suppliers from adopting them in any of the relationships that may involve the company, its name or its brand.

The objective of the anticorruption guidelines is to ensure that employees and representatives of Veracel observe the requirements of public or private, Brazilian and international Anticorruption Laws, in such a way as to guarantee that when conducting business the highest standards of integrity, legality and transparency are adopted.

Conducting its business honestly and with integrity is part of Veracel's Code of Conduct. It is essential for the company to maintain this reputation in its business and that is why it adopts a zero tolerance approach to bribes and other acts of corruption. Everybody is expected to be concerned with this topic and to report such concerns to their managers or those responsible for the Code of Conduct.

This Code of Conduct aims to help identify situations that are not in accordance with such laws, its content must be known by all parties and any non-compliance will be subject to the application of disciplinary measures.

All employees and representatives must follow the programs and Anticorruption Laws against bribery.

Anticorruption Laws do not apply only to the individual that pays the bribe, but also to those individuals who act in such a way as to encourage such a payment, i.e., they apply to any individual who:

- approves the payment of a bribe;
- supplies or accepts false invoices;
- passes on instructions to pay a bribe;
- conceals the payment of a bribe;
- consciously cooperates with the payment of a bribe.

All those who act in the name of Veracel are prohibited from offering, promising, making, authorizing or providing (directly or indirectly by way of third parties) any undue advantage, payment, gift or the transfer of things of value to any person, whether a public employee or not, in order to influence or reward some official action

or decision by this person for the benefit of Veracel.

No employee will be penalized because of a delay in closing any business, or its loss, if it results from their refusal to pay a bribe.

No gift, present, trip or hospitality can be given to anybody, whether a public employee or not, with the intention of improperly influencing or rewarding an act or decision, as real or intended compensation for any benefit to Veracel.

Payments for facilitating or speeding up the actions of public or private employees may constitute the crime of corruption; that is why Veracel prohibits facilitating payments.

Partner companies

It is Veracel practice only to do business with honest, incorrupt and qualified suppliers and to maintain procedures that are suitable for auditing any commercial partners, the aim being to assess the corruption risk before doing business with them.

No supplier, acting in the name of Veracel, is allowed to exercise any type of improper influence on any person, whether a public employee or not.

It is forbidden to hire third parties who have been indicated by public employees.

Checks have to be carried out to establish whether any supplier is known for practicing corruption, to discover if they are being investigated or prosecuted for corruption, or if they have been found guilty of such. If so, Veracel must check the facts and make a decision based on the results, taking into account the risk to its reputation.

Purchasing process

Every purchase must be based on merit and not on the undue use of influence over any person, whether a public employee or not.

During the bidding process, employees must never get involved with hospitality, give or receive presents, or practice a similar activity with any person, whether a public employee, or not.

Contributions to charitable causes

Veracel practices determine that contributions must not be made as an exchange of favors with any public employee, even if it is for a genuine charitable institution. Any donation to an institution in which a public employee or a member of their family exercises a public function, or that is made on the orders of a public employee, may characterize the practice of corruption.

Regulatory authorities have understood that making a donation to a charitable institution that is associated with a public employee may be understood as being of benefit to the latter.

Therefore, donations must only be made for legitimate philanthropic reasons, such as for example, to serve humanitarian interests and to support cultural or educational institutions.

The following rules must be observed in situations relating to contributions to charitable causes, following the social demand procedures of Veracel:

- Requests for contributions must be made in writing and, at the very least, the person or organization asking for the contribution, its objective and the value requested must be specified;
- Requests must be carefully analyzed to check whether the contribution is not going to supply some personal benefit to a public employee and whether the institution is registered within the terms of the applicable legislation;
- The contribution to the charitable institution must be made within the terms of the applicable legislation;
- The contribution must be made to the charitable institution and not to a private individual, and under no circumstances must the payment be made in cash or by way of a deposit in a personal current account;
- A receipt must be obtained that proves every contribution made to a charitable cause.

Political Contributions

Veracel will not support or make any financial contribution or donation in any shape or form to parties and/or candidates to public office in electoral processes.

No employee can use Veracel or private funds to make donations to political parties, to political campaigns and/or to candidates to public office in the name of the company without the prior approval of the Board of Directors.

When considering making contributions in money or service to a political party or politician, the rules about conflicts of interest described in this Code of Conduct must be observed. This means that no one who has any type of affiliation with a politician or political party must be involved in the decision process with regard to this contribution.

Sponsorship

All sponsorships must be based on formal contracts between Veracel and the institutions that benefit and there must be an internal approval process.

Due Diligence

Whenever lobbyists, lawyers, marketing consultants and

others in general are hired to obtain business with the government or to act in the name of Veracel with government authorities, a process of due diligence must be carried out to evaluate their background, reputation, qualifications, controlling body/major shareholder, financial situation, credibility and history of complying with anticorruption laws.

After hiring the partner it is the duty of the manager responsible for the hiring process to accompany their activities and they must always be alert to any possible warning signals or to questions related to anticorruption laws.

If any employee knows of, or has a legitimate reason for believing that a payment that is prohibited by the anticorruption laws or by this policy has been, is being or may be made or promised by a third party representative in the name of Veracel, they must communicate such a fact immediately to the Internal Audit and Compliance area or by way of the Anonymous Communication Channel.

Auditing

Cases of fraud, the embezzlement of funds and damage to property will be dealt with by the Audit Department.

Impartiality in dealing with the matters and the confidentiality of the identity of those involved are guaranteed in all situations.

Trade Unions

Veracel respects free association, recognizes trade union entities as being the legal representatives of employees and seeks to have constant dialogue with them.

Negotiations and dialogue with such entities must be carried out only by people formally authorized to do so.

Warning signals

To guarantee compliance with the anticorruption laws, employees must be alert to any warning signals that may indicate that advantages or undue payments may be occurring. Warning signals are not necessarily proof of corruption, nor do they automatically disqualify partners that represent Veracel. They are, however, suspicions that must be investigated.

Employees must carefully observe possible warnings signals:

- An operation in which a payment or benefit may be received by some person, whether a public employee (including their family members) or not;
- Asking for commission to be paid in money, or in any other way;
- A company controlled by or recommended by a public employee, or that has a close relationship with the government, which supplies or requests an invoice or other doubtful documents, which refuses to include a reference to anticorruption measures in writing in the contract, or that proposes any unusual financial scheme,

such as asking for the payment in bank accounts in a country that is different from that in which the service is being provided;

- Perceiving that, at the request of a public employee, the donation to a charitable institution is in exchange for a government action and that this institution has no office/personnel.

Violations and applicable sanctions

It is the responsibility of all employees to communicate any violation, or the suspicion of any violation of the requirements of anticorruption laws.

Violations may be communicated openly or anonymously to the Internal Audit and Compliance area of by means of the Anonymous Communication Channel.

Regardless of whether the communication is identified or anonymous, Veracel will take measures to protect the confidentiality of any denunciation that is subject to the applicable law, to the regulations or to legal process.

Veracel does not allow or tolerate retaliation against any person that makes a denunciation in good faith or complains of a violation of this policy. Any employee who is involved in retaliation will be subject to disciplinary measures, including the possibility of having their employment contract terminated.

Violations of the anticorruption laws may result in severe civil and criminal penalties for Veracel and for its employees and/or representatives involved. Criminal penalties may be imposed on both private individuals and legal entities.

The fines imposed on private individuals for violating anticorruption laws cannot be paid by Veracel and the people involved may be subject to punishment. Veracel may also be sentenced to return any gains obtained with an illegal act of corruption.

Over and above the penalties that are imposed by the legislation, violations of anticorruption laws may be punished with disciplinary measures that may even include termination of the employee's or representative's contract in order to institute the process.

Given the possibility of serious punishment, Veracel is concerned to comply with the requirements of anticorruption laws, by way of practices for protecting its interests, such as processes of due diligence and external auditing, training programs, the inclusion of provisions relating to observance of anticorruption laws in contracts with representatives, and the internal control and careful monitoring of its activities.

HEALTH, SAFETY AND ENVIRONMENT

Health, the physical integrity of employees and protection for the environment are priorities for Veracel and take precedence over economic or production issues.

Veracel deals with all information relating to health, safety and the environment that might have an impact on its employees, on communities and on the environment itself in a transparent way.

Veracel continually trains its employees so they know their routines and take responsibility for them.

Employees must be aligned with the policies, procedures and practices of health, safety and environment and strictly comply with them. Everybody must carefully observe the working environment and identify possible risk situations.

If an unsafe situation is recognized, local leaders must be informed and those involved must be warned. This behavior will be considered to be a demonstration of commitment to safety issues.

The service providers hired by Veracel must comply with all the health, safety and environment procedures defined in the specific policy for their activities.

In emergency situations, such as environmental or work-related accidents, those involved must follow Veracel's emergency control procedure.

Only officially indicated spokespeople may give interviews or release communiques to the authorities and the community.

INDUSTRIAL AND INTELLECTUAL PROPERTY RIGHTS

New products and solutions developed by employees are the property of Veracel.

Veracel, its employees and its partners respect industrial and intellectual property rights and observe the laws and rules that apply to such rights. Therefore, the undue use of research, studies, texts, publications, computer programs and like works is prohibited. The same procedure is demanded in business done with Veracel.

Environmental accidents are unexpected and undesired events that may directly or indirectly cause damage to the environment, to health and to life.

DISCIPLINARY MEASURES

The disciplinary measures Veracel adopts are: warning, suspension and dismissal. They can be applied if there is a violation of any rule contained in this Code of Conduct, the aim being full compliance by all employees and partners. They will be applicable in any order, depending on the gravity of the situation.

In the case of partners, the violation of any rule of this Code of Conduct, once it has been investigated and established, will constitute a breakdown in trust and may lead to cancellation of the contract.

SUSTAINABILITY

Sustainability is the basis of Veracel's actions. Its decisions and acts must reflect the best balance in the economic, social and environmental fields. The objectives are to ensure the business is long-lasting and successful. In order to achieve this, an attempt is made to apply Corporate Guidelines by way of the following principles:

- I. The Integrated Management System Principle
- II. The Human Rights Principle
- III. The Respect for Life and the Environment Principle
- IV. The Human Value in work Principle
- V. The Engagement with stakeholders Principle

Veracel expects, and will make every effort to ensure, that its permanent partners and suppliers share the same commitment and have the same respect for the environment and the needs of local communities, adopting policies for preserving the environment and reducing the adverse impacts their activities may cause in those areas where they operate.

OMISSIONS

Situations not indicated or listed in this Code of Conduct will be decided upon by Veracel's Collegiate Board.

This code is an integral part of all contracts and substitutes the previous version.



Clarifications and Denunciations

Managing the Code of Conduct

48

Denunciation Channels

48

MANAGING THE CODE OF CONDUCT

Approval of this Code of Conduct and its updates is the responsibility of Veracel's Board of Directors.

It is up to the managers at all levels to guarantee that their teams and the companies hired know and apply the rules of this Code that should be an example of conduct to be followed by everybody.

Suggestions for improvements should be sent to the Ethics and Integrity Committee via the leaders, or the Anonymous Communication Channel. The Committee is responsible for analyzing them and putting them forward to Veracel's Board of Directors for inclusion in the next edition, if they are considered pertinent.

DENUNCIATION CHANNELS

Veracel understands that communication is a fundamental instrument for transparent management in the company and the effective dissemination of the principles described in this Code. Therefore it makes its Anonymous Communication Channel, Contact Us and shareholders Communication Channel available to all stakeholders.

Impartial and transparent, Veracel's Anonymous Communication Channel guarantees information confidentiality, preserves the identity of the people involved and promotes a better environment for everybody. This channel makes it possible to send denunciations of non-compliance with the Code of Conduct, such as corruption, bribery, fraud, aggression against the environment, false information, inadequate accounting records, misuse of Veracel's assets, discrimination based on race, color, gender, physical condition or social class and unethical behavior and procedures.

By way of the Contact Us channel it is possible to clear up doubts in interpretation, provide suggestions and / or make complaints about Veracel's activities.

Access to these tools is available at: www.veracel.com.br

Term of Commitment and Knowledge of Veracel's Code of Conduct

I declare I have read and understood Veracel's Code of Conduct and I undertake to comply with it and respect it in all my activities in the company and to ensure that all the other people to whom it applies also comply with it.

Date:

Full Name:

Staff Register number:

Company / Business area:

Position:

Signature

VERACEL



www.veracel.com.br (Contact Us)



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