

INTERNAL RULES OF THE COMPLIANCE COMMITTEE OF BRASKEM S.A.



# INTERNAL RULES OF THE COMPLIANCE COMMITTEE OF BRASKEM S.A.

## 1. Objectives

The Compliance Committee ("CC" or "Committee") of Braskem S.A. ("Braskem" or "Company") has a statutory and permanent support nature in relation to Braskem's Board of Directors ("CA" or "Board") regarding the matters described in item 2 of these Internal Regulations ("Regulations").

#### 2. Duties

#### The CC shall:

- i. Support the CA in matters related to Braskem's commitment to act in an ethical, fair and transparent manner, consonant to the best applicable global practices, rules, Rules and laws, as well as to follow up fulfillment of the guidelines set out in the Company's policies regarding compliance, among which:
  - compliance system;
  - anti-corruption measures;
  - risk management;
  - privacy and protection of personal data; and
  - · code of conduct.
- ii. Submit to the CA, on an annual basis, the CC program, encompassing, among others, (i) alignment of concentrations which shall be object of analysis and resolutions by the CA, regardless of other which CC may deem appropriate to submit to the CA; and (ii) the CC and compliance area budget, including the internal audit area, compatible with the scope of their activities and needs, encompassing, at least, the professional improvement and continuous education plan for their members and the Head of Compliance ("R-Compliance") and staff;
- iii. Approve significant changes in the macro-structure of the R-Compliance;



- iv. Assess, prior to CA's analysis, the risk appetite proposals, from the Company's risk matrix, as well as any necessary mitigation and contingency plans;
- v. Carry out an effective and permanent monitoring of the risk exposure, including the risk matrix, as well as of the compliance system, the internal controls systems and compliance with laws, rules and Rules, as well as with the Company's policies;
- vi. Assess, prior to CA's analysis, the annual internal audit plan;
- vii. Supervise the quality and integrity of the works and suitability of the compliance area activities, including internal controls, compliance, risk management, privacy and protection of personal data and internal audit;
- viii. Monitor, on a continuous base and effective basis, the implementation of privacy and protection of personal data measures by the Company, including events related to leakage of personal data and decisions by the Privacy Committee;
- ix. Propose to the Ethics Committee the resolution of matters related to high risk events that were sent thereby to the CC;
- x. Report to the CA events related to leakage of personal data and decisions by the Privacy Committee;
- xi. Conduct, supervise and review the results of investigations regarding matters within the scope of its duties or when it involves the R-Compliance or anyone from his or her staff, in addition to analyzing the results of investigations involving members of the CA, the Braskem Business Leader ("LN-Braskem") or anyone directly under his or her command;
- xii. Propose to the CA supplementary policies required for the CC's operations, as well as the update of the Company's policies regarding compliance, and promoting their implementation with a focus on education, awareness and prevention;



- xiii. Improve Braskem's compliance system, promoting interaction with renowned domestic and international entities aimed at the best compliance practices;
- xiv. Interact with members, independent auditors, legal advisors and other external advisors, as required, to improve the Company's compliance practices;
- xv. Provide the operating experience of the CC to the members of the Company and its controlled companies, seeking to improve compliance in their respective businesses;
- xvi. Assess, prior to CA's analysis, the suitability of transactions subject to CA's approval between the Company and its related parties, as set forth in the Company's bylaws, as well as to monitor them;
- xvii. Verify, at least semi-annually, prior to the consideration by the CA, the compliance of the Company's securities trades carried out by signatory Participants of individual investment plans with the commitments undertaken by such Participants in their respective plans signed by them with the Company's Investor Relations Officer;
- xviii. To express opinions, prior to the consideration by the CA, on the Qualification (as defined in the Company's Indemnity Policy) of any indemnity commitments to be granted by the Company; ;
- xix. To express opinions, prior to the CA's consideration, on the Expenses (as defined in the Company's Indemnity Policy) whenever the Expenses qualify in the cases incumbent upon the Board of Directors, subject to the terms of the Indemnity Policy;
- xx. Assess, prior to CA's consideration, due diligence results related to compliance, in the matters subject to CA's approval, as set forth in the bylaws;
- xxi. Ensure the existence of (i) the ethics line channel to receive denunciations, including those of an anonymous and confidential nature possibly made by Braskem's members or third parties with respect to the accounting practices,



internal controls, issues associated with the Company's audit or any other denunciation of non-compliance with the Company's legal or regulatory provisions and internal standards, as well as (ii) the procedures to retain and treat the referred denunciations;

- xxii. Analyze and recommend to the CA, in line with the opinion of Braskem's Head of Legal Business Support ("RAE-Legal"), the mandatory communication to any authorities or third parties of any irregularities identified in an internal investigation;
- xxiii. Aid in establishing, only in case there is no consensus within the Ethics Committee, the existence or not of a Conflict of Interest ("Conflict"), whether actual or apparent, as defined in the Braskem's Compliance System Policy regarding such matter and, upon verification of such existence, set forth a plan to mitigate the Conflict;
- xxiv. Review, approve and set forth the mitigation plans for real or perceived Conflicts communicated by CA members;
- xxv. Propose to the Ethics Committee the resolution of matters sent thereby to the CC;
- xxvi. To appraise, in the first meeting after the election on the Board of Directors' members at the Annual General Meeting, the schedule of the annual meetings for the current and next years; and
- Approve, in the last meeting of each fiscal year, the basic schedule of the annual meetings for the next fiscal year, as proposed by its coordinator, encompassing the activities incumbent on the CC and others which may be necessary to comply with the work requests set forth by the CA.

In order to carry out its duties, the CC may:

Hire, acting independently, legal services with third parties, in specific situations;
Consultants or other professionals, if deemed necessary for the proper



performance of its duties, including for the carrying out of investigations. The hiring process shall comply with Braskem's guidance documents on the matter;

- Seek information necessary to discharge its duties before members, who shall be instructed to cooperate with requests from the CC or assistants hired thereby;
  and
- Meet with the members, independent auditors, legal counsel and other external consultants, when necessary to carry out its duties.

## 3. CC's Operation

### 3.1. Composition and Term of Office

The CC shall comprise at least three (3) independent members of the Board of Directors, chosen by the Board itself, appointed by the Chairman ("**P-CA**"), one of whom shall be appointed as the CC coordinator.

At least one member of the CC must have renowned experience and knowledge in the corporate accounting and financial and accounting audit areas.

The term of office of the CC members shall coincide with their CA term of office. If a CC member permanently ceases to hold his or her position as director prior to the end of his or her respective term of office, the P-CA shall timely appoint a substitute, to be approved by the CA. The CC member position may not be delegated.

#### 3.2. Coordination

The CC coordinator shall have the following duties:

 To submit to CA's approval, on an annual basis, the CC program, previously aligned with the other CC members, and to supervise its implementation;



- ii. To lead the R-Compliance and to agree on, follow up and assess, with input from the other CC members and the LN-Braskem, its Action Plan ("PA"), as well as to follow up and assess its implementation and performance results;
- To propose to the CC, whenever necessary, changes to the approved basic schedule and annual schedule, considering the recommendations of the other CC members;
- iv. To ratify the CC annual meetings schedule, before the CA's Executive Secretary ("S-CA") submits it to the members of the Committee;
- To call and conduct the CC meetings;
- vi. To set forth the need for extraordinary meetings, proposing dates for holding them and their respective agendas, in observance of the right of the other members to request that such meetings be called;
- vii. To assure that the invitation and agenda for the meetings be submitted to the CC members, by means of the S-CA, along with any support material required, within the term set forth in these Rules;
- viii. To submit to the CA the analyses, opinions and reports drafted within the CC scope which must be submitted to the CA;
- ix. To invite to take part at the CC meetings, whenever necessary or convenient, other CA members, the R-Compliance, Braskem's administrators, other members, assistants, as well as any other persons who hold information relevant to the purpose of the meeting. The invitation shall be made with the S-CA's support;
- x. To inform the CA members on the relevant aspects of the implementation and monitoring of the compliance system and of the risk management works, as well as relevant facts;



- xi. To promote and accept interaction requests of the CC and the R-Compliance with related external entities, as well as to provide the operating experience of the CC and the R-Compliance for the members of Braskem and its controlled companies;
- xii. To submit to the CA, at least on a quarterly basis, the CC's matters and decisions;
- xiii. To assure that the draft minutes of the meetings be sent to the Committee members for analysis within three (3) business days after the meeting;
- xiv. To comply and ensure compliance with the rules set forth in these Rules; and
- xv. To submit to the CA any proposals of updates to these Rules.

### 3.3. Meetings

The CC develops its activities by means of work meetings, and, for such, it holds meetings, on an ordinary basis, at least every two months, pursuant to the annual schedule approved in the first meeting of each fiscal year and, on an extraordinary basis, whenever the CC coordinator or any of its members deems necessary, in alignment with the CC coordinator, or whenever the circumstances so require.

The CC annual meetings to analyze CA resolution matters shall be held at least seven (7) days prior to the dates scheduled for the Braskem's Board of Directors Meetings ("RCA" or "RCAs"), unless the majority of its members agree on a shorter term, however, always prior to the RCAs.

The calls, agendas, as well as support materials for the meetings, shall be provided to the Committee members by the S-CA, at least seven (7) consecutive days prior to the date of the meeting, unless the majority of its members agree on a shorter term, however, not shorter than forty-eight (48) hours; in such cases, a duly documented agenda must be provided.



The CC meetings shall be held, preferably, at Braskem's head office, and may be held remotely, by conference call, video-conference or any other means of communication that allows the identification of the Committee member and simultaneous communication with all the other people attending the meeting. In case of remote meetings, each CC member shall be individually and solely liable for taking all measures required to assure the strict confidentiality thereof, and access to any information dealt with in the meeting by persons not authorized by the CC coordinator is strictly prohibited. The means of communication to be used by a board member shall be that informed by the Company's Information Security Area. In case it is not possible to use the mean informed as above mentioned, the board member shall inform in advance the S-CA the mean of communication to be used, so that the Information Security Area may validate it.

Preferably, all CC members shall take part in all meetings, whether in person or through video-conference or conference call, or by any other mean of communication. The minimum quorum to convene a meeting shall be more than half of its members. Any CC member unable to attend a meeting shall prior inform the CC coordinator and appoint, if applicable, which member shall represent him or her.

The CC's decisions or recommendations are issued by the majority of its members and must be registered in minutes drafted by its S-CA and, after being ratified by the CC members, made available in Braskem's governance Internet website. The minutes must be filed by the corporate governance area, at the Company's headquarters.

Any CC meeting may, at the coordinator's discretion, be confidential in nature, wholly or in part, if it features any matter which might so require.

#### 3.4. Miscellaneous

The S-CA is responsible for providing support to the CC, according to the duties set forth in the CA's Internal Rules.



The communications between CC members and other assistants, whenever it occurs, must be made under a confidentiality regime.