

**POLICY ON RELATED PARTY  
TRANSACTIONS**

**BB SEGURIDADE PARTICIPAÇÕES S.A.**

01/23/2015

## 1. PURPOSE

- 1.1 This Policy on Related Party Transactions of BB Seguridade Participações S.A. (“Policy”), approved by the Board of Directors’ meeting held on March 28, 2013, with its first amendment approved by the Board of Directors’ meeting held on January 23, 2015, sets forth the procedures to be followed by BB Seguridade Participações S.A. (“BB Seguridade” or “Company”), its subsidiaries, employees, management and shareholders on Related Party Transactions, pursuant to the applicable law and regulations, with a view to ensuring transparency in the process for the Company’s shareholders, investors and the market in general, in compliance with the best Corporate Governance practices.

## 2. DEFINING RELATED PARTIES

- 2.1 Pursuant to the applicable regulations, particularly Resolution No. 642 of the Securities Commission (CVM) of October 7, 2010 (“Resolution 642/2010”), for the purposes of this Policy, a related party is considered as a person or company related to the Company, as presented below:

- (a) A person, or a close member of that person’s family, is related to the Company if that person:

- (i) has control or joint control over the Company;
- (ii) has significant influence (as defined below) over the Company; or
- (iii) is a member of the key management personnel of the Company or its parent; by “key management personnel” we understand each of the members of their respective Boards of Directors and Executive Boards.

- (b) An entity is related to the Company if any of the conditions below is met:

- (i) the entity and the Company are members of the same corporate group;
- (ii) the entity is a parent, subsidiary or associate of the Company;
- (iii) the entity and the Company are a joint venture of the same third entity;
- (iv) the entity is a joint venture of a third entity, and the Company is an associate of this third entity;
- (v) the entity is fully or jointly controlled by a person identified in item (a) above; and
- (vii) a person identified in item (a) (i) above has Significant Influence over the entity, or is a member of the entity’s key management personnel (or of the entity’s parent company).

- 2.2 For the purposes of item 2.1 above, “Significant Influence” is the power to participate in an entity’s financial and operating decisions, without having control over these policies. Significant Influence can be obtained by means of a shareholding, statutory provisions or a shareholders’ agreement.

- 2.3 When considering each of the possible relationships with Related Parties, attention must be directed to the essence of the relationship and not merely to its legal form. Therefore, under this Policy, the following are not Related Parties:

- (a) two entities simply because they have a director or other member of key management personnel in common, or because a member of key management personnel of one entity has Significant Influence over the other entity;
- (b) two investors simply because they share joint control over a joint venture;
- (c) (i) entities that provide financing; (ii) trade unions; (iii) public utilities; and (iv) departments and agencies of a government that do not control, jointly control or significantly influence the Company, simply by virtue of their normal dealings with the Company (although they may affect the Company's freedom of action or participate in its decision-making process); and
- (d) a customer, supplier, franchiser, concession holder, dealer, or general agent with whom the Company transacts a significant volume of business merely by virtue of the resulting economic dependence.

### **3. RELATED-PARTY TRANSACTIONS**

3.1 For the purposes of this Policy, related party transactions are understood as a significant transfer of resources, services or obligations between the Company, including its direct and indirect subsidiaries, and a Related Party, regardless of whether a price is charged, and, for the purpose of the previous approval of the Committee for Related Party Transactions, the provisions of item 4 below ("Transactions with Related Parties") are to be applied.

3.2 The Company's CEO, through the Committee for Related Party Transactions and the Audit Committee, on a case-by-case basis, will act in a manner so as to ensure that the Related Party Transactions:

- (a) be planned in writing, specifying their principal characteristics;
- (b) be carried out at prices, terms and fees normally applied to market transactions or previous dealings on an arms' length basis; and
- (c) be clearly reflected in the financial statements.

3.3 The Company shall make all the necessary efforts to ensure increased transparency in the disclosure of the terms and conditions of Related Party Transactions, especially as regards the current agreements and documents signed with Related parties that regulate the payment of brokerage fees and the reimbursement of expenses incurred with services rendered, which shall be broken down in a manner that: (i) an instrument that regulates only brokerage commission payments, and the other; (ii) refers to service expense reimbursements, so that both can better be understood.

### **4. RELATED-PARTY TRANSACTION COMMITTEE**

4.1 The Company shall have a Related Party Transaction Committee ("Committee"), whose composition and installation shall be determined at a meeting of the Board of Directors ("Board of Directors").

4.2 The Committee shall:

- (a) approve in advance any agreements and other instruments for Related Party Transactions to be executed by the Company and/or one of its direct

or indirect subsidiaries, on one side, and one or more Related Parties on the other side, as well as revisions and terminations of such agreements and instruments, observing the provisions of items 4.3, 4.5 and 4.6 below;

- (b) establish, for relevant Related Party Transactions, an exhibit in section 16 of the Reference Form ("Reference Form") stating that the transaction has been and are maintained under market conditions, by describing the adopted price formation policy and including an opinion issued by an independent audit firm confirming that the transaction prices have been formed in accordance with the related price formation policy; and
- (c) assure the disclosure, in the Company's Reference Form, of the terms and conditions of said Policy, as well as the Committee's structure, purpose and duties.

4.3 The Collegiate Board shall submit to the Committee a proposal for approval of agreements and other instruments involving Related Party Transactions, as well as their terminations and changes, as referred in item 4.2 (a) above, whenever such acts meet the criteria established in the Committee's Internal Rules regarding mandatory submission.

**Sole paragraph:** any of the members of the Committee is entitled to request the Collegiate Board to submit a certain Related Party Transaction for approval even if that submission is not mandatory under the criteria established by the Internal Rules.

4.4 The Committee members shall be elected and excluded by the Board of Directors. Committee composition:

- (a) the Committee shall have one (1) independent member, who may be the Independent Director ("Independent Director") of the Company's Board of Directors, or a Board Member elected by non-controlling shareholders; and
- (b) at least one of the Committee members must have proven knowledge on the areas of finance, accounting and/or the Brazilian insurance market in order to decide on the matters submitted to the Committee.

4.5 The execution of agreements and other instruments for related party transactions, as well as revisions and terminations of said documents, as specified in item 4.2 (a) above, shall only be approved by the Committee if there is a favorable vote of an independent Committee member, and the Committee must make sure that the related act has been conducted in accordance with market practices and without loss to minority shareholders, the Company and the Company creditors.

4.6 The Related Party Transactions requiring approval by the Board of Directors under the by-laws shall be submitted to that body for decision only after they are approved by the Committee. However, the transactions not requiring approval by the Board of Directors shall be considered as approved if they had a favorable decision by the Collegiate Board's when the matter was proposed.

4.7 The other rules regarding Committee composition, operation, structure, requirements and impediments shall be established in its Internal Rules, observing any provisions regarding the matter in the By-laws.

## **5. DISCLOSURE REQUIREMENT**

- 5.1 The Company must disclose Related Party Transactions, according to article 247 of Law No. 6404/76 and Deliberation No. 642/2010.
- 5.2 The Company must disclose information on Related Party Transactions by means of its periodic financial statements or the Company's Reference Form, or when a transaction is considered as a Material Event Notice ("Material Event Notice") under the applicable legislation, in order to ensure process transparency to shareholders, investors and the market.
- 5.3 The Committee shall recommend that the relevant information on Related Party Transactions as well as related revisions and updatings are duly described in the Reference Form within seven (7) business days after the formalization of the related act, in accordance with Securities Commission (CVM) Instruction No. 480 of December 7, 2009, as amended ("CVM Instruction No. 480").
- 5.4 The Committee shall, depending on the importance of the transaction entered into with Related Parties, recommend the publication of a "Material Event Notice".

## **6. FORBIDDEN TRANSACTIONS**

- 6.1 The following Related Party Transactions are forbidden:
  - (a) those that are held at conditions that differ from market practices in order to prejudice the Company's interests; and
  - (b) the granting of loans to the controlling shareholder, directors and other Related Parties listed in item 2.
- 6.2 Also forbidden is the participation of directors and employees in private or personal businesses that either interfere or conflict with the Company's interests, or are the result of using confidential information obtained by virtue of exercising the position or function they hold in the Company.

## **7. PENALTY**

- 7.1 Any violations against the provisions in this Policy shall be submitted to the Audit Committee and appropriate penalties must be applied in addition to those established by the legislation in force.

## **8. REGULATORY ADJUSTMENTS**

- 8.1 This Policy's main fundamentals are Law No. 6404/76 and Securities Commission (CVM) Deliberation No. 642/2010, with the purpose of ensuring the transparency of transactions involving Related Parties and confirming the Company's adopted good practices of corporate governance.
- 8.2 Since some of the Company's subsidiaries are subordinated to regulatory bodies such as the Superintendence of Private Insurance ("SUSEP") they must observe those bodies' rules for Related Party Transactions affecting said subsidiaries.

**9. FINAL PROVISIONS**

- 9.1 Any changes or revisions to this Policy must be submitted to the Company's Board of Directors. Any omissions in this Policy shall be decided by the Board of Directors, by the Related Party Committee and/or by the Audit Committee, depending on the features of each case.

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