

Code of Conduct

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Scan the QR code to
access the Code.

Veirano Advogados (“**Firm**”) is a multidisciplinary firm. We work with several legal fields, and this involves the work of different professionals, who have different expectations. We are plural and creative.

The Firm is guided by one general principle: **ethics**. We strive for **transparency, integrity**, clear opinions and common good, earning the **respect** and **trust** of our professionals, colleagues, clients, and society in general.

Thus, with immense pleasure we present our Code of Conduct (“**Code**”). This Code contains the values and principles guiding the culture and actions of the Firm and our collaborators in their internal relationships and in our relationship with clients, suppliers, partners, Government, and society.

This Code also contains directives and references for desired conducts, including basic rules to promote a safe, welcoming, respectful, cooperative, transparent, and upright work environment, fostering our collaborators to perform their work with sustainability, ethics, and efficiency.

We believe this Code will be a great aid for the Firm to provide the best results to our clients. Therefore, we ask the content of this Code be read with attention. We invite everyone to join this undertaking with each other, our clients and third parties.

For any questions and other clarification on the content of this Code and the adoption of a given conduct, the Integrity Committee is at your disposal.

This is the Veirano way.

Sincerely,

Ronaldo Veirano

President of the Board of Veirano Advogados





1

Presentation

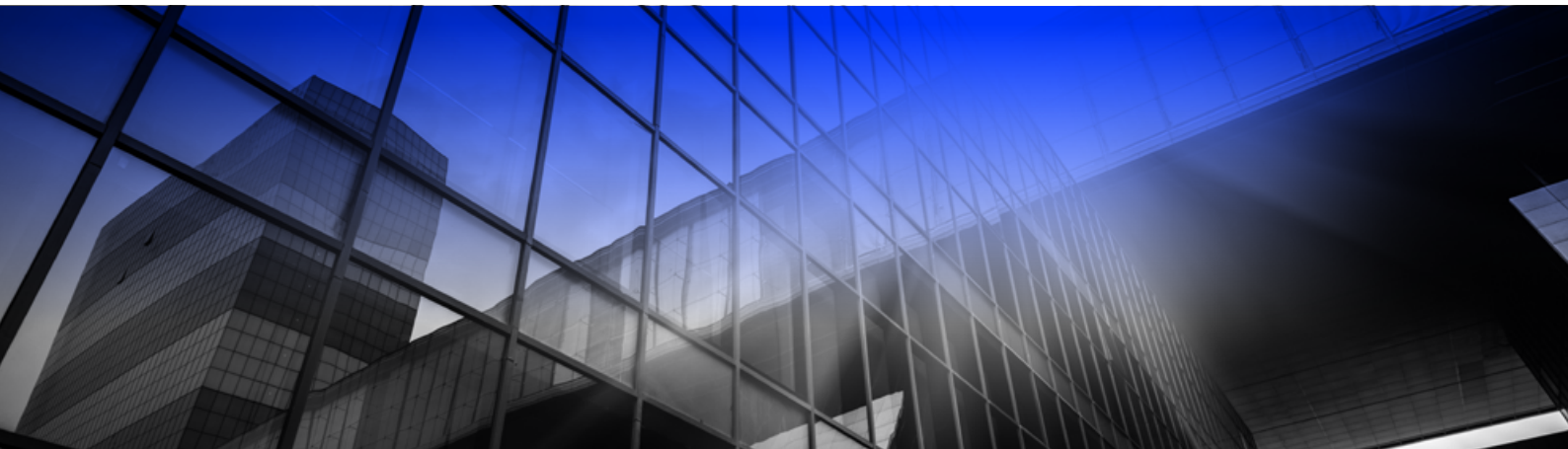


Image caption: sunlight reflects a building over another.

The Firm is committed to ethics and systematic fighting of all manners of misconduct, including corruption, money laundering, undue use of the Firm's name, sharing of confidential Information, breach of internal policies regarding the work environment, among other topics addressed along this Code.

By this Code, the Firm provides the general rules of conduct to be adopted by all collaborators to prevent any deficiencies in the Firm's activities.

This Code is available to all collaborators, clients and third parties at



veirano.com.br



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The Veirano Way

Our Mission, Vision and Values define our business strategies, guide the behavior we expect from our collaborators, and consequently all the directives stated in this Code.

OUR MISSION

To create high quality legal solutions for our clients' businesses offering the most talented team

OUR VISION

To be the first choice for clients and market talents, representing a competitive difference for our clients' businesses.

OUR VALUES

One Firm

Committed to People, Clients, and Communities

Transparency

Perpetuity and Sustainability

Creativity



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Scope and application



Image caption: group of people in a relaxed professional environment at a coffee break.

This Code applies to all of the Firm’s collaborators, without exception. It applies to partners, consultants, associates, lawyers, trainees, and professionals in our organization structure, regardless of their hiring legal regime (“**collaborators**”).

This Code also applies, as pertinent, to the relationship with our clients and suppliers of goods and services and partners in general, such as correspondent firms and lawyers, legal scholars, external consultants, experts, among others (“**third parties**”).

The Code must be read in alignment with the remaining Internal Policies and Procedures of the Firm and with the legislation and regulation applicable to law firms.

Cases not specifically addressed by the Code will be settled according to the general principles in this document and the good practices of corporate governance.

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The foundation of our acting: Ethics

We know that the respect and trust of our collaborators, clients, partners, and the society are a result of our coherent, transparent, and sustainable conduct.

Ethics guides us to act according to what is right, repudiating any wrongdoing and illicit or criminal acts of all sorts, including any fraudulent or corruption practices such as bribery, influence peddling and money laundering.

We believe that observance of the principles of ethics and the Firm's values are unavoidable requirements which add to the building of our relationships with our collaborators and third parties and bring continuity to our business.



Image caption: group of 4 people in a corporate environment analyzing charts on a board.





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Our conduct and duties

Regardless of the area, sector, or hierarchy, we adopt conducts internally and before third parties with a sense of duty directing our strategies and decisions based on:



Corporate spirit



We value cooperative work for a common good - the Firm's collective interest. We avoid any situations presenting a conflict between personal interests and the interests of Clients or the Firm.



Image caption: six people at a rectangular table talking and looking at a paper sheet with a chart. At the right corner a man is typing on a notebook.

Legality



in daily routine and development of our activities, we observe and abide by the Brazilian laws in force as they apply to the Firm.

Confidentiality



The documents and information received from our clients are considered confidential unless the client states otherwise. We will also treat confidential any documents and information of a confidential nature, known to us by virtue of professional actions, even if not originating from our clients.

Albeit not confidential, we will not disclose documents or information potentially inconvenient for the image and/or reputation of the Firm or our clients.

We are aware that confidentiality implies the prohibition to discuss matters of interest to clients or the Firm outside a strictly professional context.

Note

All collaborators and third parties must avoid circumstances characterizing insider trading or tipping. For the purposes of this Code, insider trading and tipping mean the use or disclosure, for one's own benefit or for the benefit of third parties of privileged information unknown to the public and capable of influencing in any way the quotation of securities.

Exaction



We develop our activities and work with precision, correctness, and punctuality, always striving for quality and promptness in the services for our clients strictly complying with legal deadlines.



Image caption: 2 people. The first holds paper sheets with the left hand and a pen with the right hand. The second person holds a pen with the two hands and looks on.



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Ethics duties in the practice of law and in the relationship with clients

In addition to the general principles and conducts stated above, the professionals while in the performance of individual legal activities and, as applicable, the remaining Firm's collaborators must observe the following rules:

- » **Conflict of interest:** before accepting a task or new case, the professional must confirm there will be no conflict of interest. Conflicts involving clients may be of two types:
 - i. regarding the interests of active clients; and
 - ii. regarding the legal theory pleaded, in the event of an opinion or administrative or court litigation. The procedure to check a potential conflict of interest will follow the applicable internal rules and procedures.
- » **Exemption:** the professionals must remain independent towards clients' activities; adopt procedures to register clients seeking to prevent and identify potential involvement in corruption or money laundering. No professional will accept an officer or management position at clients before prior approval from the Managing Partner or the Firm's Managing Committee and Board, as applicable.

Note

The principle of exemption does not prevent professionals from becoming clients of the Firm nor prevents professionals from participating in investment funds holding securities issued by clients, provided the fund maintains these securities in a diversified portfolio over which the professional has no decision-making power or any influence.

The Firm praises excellence in the services to its clients. Along this line, it will not offer clients any type of benefit or favor in violation of Brazilian laws, especially the anti-corruption legislation.

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Corruption intolerance and observance of Anti-Corruption Laws

All collaborators and third parties are obliged to observe full compliance with the rules related to anti-corruption legislation, such as the Brazilian Penal Code and Law n. 12,836/2013 (“**Brazilian Anti-corruption Law**”) in the performance of their professional activities.

The Firm **does not** tolerate corruption, bribery, or frauds of any type. It is strictly forbidden to promise, offer or give, directly or indirectly, any bribe to a Public Official or a related third party.

The Firm **does not** permit the payment or offer of bribes to Public Officials to expedite or favor the review of administrative or court cases, including to obtain licenses, authorizations, permits or any other steps of any nature.

The Firm will **not** intermedate at the request of third parties, including clients, the **payment of any sums to Public Officials** or persons related to them.



Image caption: three people talking at a meeting. The image shows a notebook over a table and one of the persons holds a sheet of paper.

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Money laundering prevention

Money laundering is the **concealment or dissimulation** of the nature, origin, location, disposal, movement or property of assets, rights or values originated from **criminal violations**.

Collaborators must act according to this Code and the Firm's policies including to prevent the money laundering activities stated in **Law n. 9,613/1998** ("Money Laundering Law").

The Firm must only engage suppliers or services providers with good reputation and involved in lawful activities. In the same sense, the Firm and its collaborators will know their clients and take precautions to prevent the conducts stated in the Money Laundering Law.

The Firm will cause the adoption and updating of the appropriate procedures for prior risk assessment of third parties and will ensure reasonable measures are adopted to prevent and detect suspicious, improper, or illegal manners of payment.



Image caption:
person holding and
showing bills of 100
and 50 Reals. There
are at least 7 bills.

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Government relationship



Image caption: entrance of the Ministry of Foreign Affairs of Brazil, known as Itamaraty.

In their contact with Public Officials generally, collaborators must be aware these officials are subjected to rules of conduct imposing restrictions on Public Officials for the receipt of any presents, invitations for travel and events, rendering of services during business hours or conflicting with their duties. The rules also provide waiting periods to accept work proposals.



Thus, before offering any type of present or other benefits (including gifts, travel, entertainment, lodging, meals, job, etc.) the collaborator must confirm the applicable rules are observed, particularly those affecting the specific branch of Government and those concerning bribery.



Always bear in mind that the offer of presents to Public Officials may characterize corruption. The Public Official will also be subject to sanctions for requesting or accepting presents. In principle, Anything of Value¹ characterizes a present. For this reason, collaborators are prevented from making any offers, promises or giving Anything of Value¹ to Public Officials or third parties related to them, except for the few exceptions discussed below.

¹ “Anything of Value” means any type of offer, financial or otherwise, such as money, presents, meals, entertainment, travel, tickets, transportation, personal favors, services, loans, guarantees, credits, discounts, employment, or internship offers, business, investment opportunities, free investment advice, use of property or equipment, donations, or favorable opportunities, political or charity contributions, changes in conditions, reimbursement or payment of expenses or debts.

Only gifts may be offered and accepted as presents. The following are considered “gifts” cumulatively:

- i.** given as a courtesy, advertisement (usually bearing the Firm’s logo), ordinary promotion or at events of festive dates of a historic or cultural character;
- ii.** having a unit value lower than one hundred Reais (R\$ 100.00);
- iii.** are generic and not personalized, i.e., not destined to be bestowed upon a particular Public Official or Government agency; and
- iv.** are not offered more than once a year to the same Public Official. Examples of the above are pens of a low value, notebooks, diaries, and calendars bearing the Firm’s logo.

For clarity purposes, the offer of presents or benefits is prohibited. Any questions or particular cases must be submitted to the prior review of the Firm’s Integrity Committee.



The offer to fund entertainment events for Public Officials must be previously authorized by the Integrity Committee which will consider, before issuing its approval, the purpose of the event, its costs and whether the Public Official involved received other invitations or gifts within the same year.



Collaborators may invite Public Officials for work meals. The meals must be moderately priced, without exaggeration or excess and be compatible with the hierarchy of the Public Official. The frequent offer of meals for the same Public Official may suggest the granting of a benefit to such person and must be thus avoided.

The payment of lodging expenses for Public Officials may only be made directly to the hotel or other lodging premises, upon prior approval from the Integrity Committee and may never be associated with leisure or entertainment activities. The payment of fees or restitution of lodging amounts paid to Public Officials must be avoided and may only be made upon prior approval of the Integrity Committee.

Exceptional situations not outlined in this Code related to the granting of other benefits to Public Officials must be previously and expressly approved by the Integrity Committee provided they do not conflict with anti-corruption laws or the Code of Ethics of the institutions employing the respective Public Officials.

Offers of gifts and other benefits (including travel, entertainment, lodging, meals, etc.) to Public Officials must never be made with the intention of influencing government decisions favoring the Firm or its clients.

Presents or other benefits given to Public Officials **in a personal character** potentially influencing decisions of interest to the Firm or its clients' must be previously informed to the Firm's Integrity Committee.

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Relationship with suppliers and partners generally



Image caption: group of 5 people sitting. In the center a person stands to the left and the other stands to the right shaking hands. The image shows a table, notebook and cups.

The Firm must have relationships with third parties whose practices are guided by values aligned with those stated in this Code. For this, the Firm will conduct a prior review of its suppliers and partners analyzing their history and court background.

Among the relevant aspects analyzed for the background check are court suits involving the supplier or partner; adoption of Compliance rules and, if so, their compatibility with this Code and the remaining Firm's policies; and other resources deemed relevant to assess the reputation and image of the supplier engaged.

The background check for suppliers of goods and services or third parties generally may be repeated throughout their engagement by the Firm, as needed.

Every engagement must be formalized by a written agreement duly executed and kept on file at the Firm.

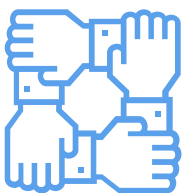
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The commitment to our values



Image caption: group of 5 people. At the left side 3 people analyze papers over the table. One person holds a pair of eyeglasses. At the right side 2 people observe other papers.

I. Harmonic, fair, and safe work environment observing labor legislation



The Firm observes the current labor legislation, especially the principles stated in the Labor Code (*Consolidação das Leis do Trabalho*) - Executive Order n. 5,452/1943 and rejects any manner of work considered illegal and contrary to human rights, such as slave or slavery-like and child labor. Likewise, the Firm abides by the health, accessibility, and safety rules to maintain a healthy and discrimination-free environment for the collaborators.

No harassment is allowed at the work environment. The Firm is committed to a healthy and harmonious work environment for the best performance of the duties of its collaborators. Any aggressive or disrespectful conduct affecting the individual rights of any collaborator must be immediately reported to the Complaints Channel.

The Firm also stands for diversity and equality of gender, ethnicity, color, belief, age, physical condition, emotional-sexual orientation, origin, and economical situation, among others, promoting internal awareness events and campaigns and ensuring the respect of all persons. The Firm maintains affirmative action's groups to foster these values.

II. Environment and sustainability



The Firm will abide by all applicable environmental rules affecting its activities and is committed to environment protection measures in the activities performed by its collaborators.

Collaborators must faithfully and responsibly engage in the actions and initiatives to create sustainable and environment conservation habits, and respect the policies adopted by the Firm.

III. Donations, sponsorship, financing, and social initiatives



The Firm cannot make any type of donations, sponsorship or financing of agents, entities, or political parties, directly or indirectly. Collaborators may make donations for political purposes in their personal names provided these are not connected to the Firm's name, trademark, and image.

The Firm may conduct social projects and initiatives and donate, sponsor or finance teaching and academic institutions, and events to foment education, culture, sports, and sustainable development provided that

- i. they are legally conducted;
- ii. there is no conflict of interest between the Firm or the collaborators and the Firm's clients; and
- iii. they are approved by the Social Responsibility Committee.

Prior to making any transfers of resources, the Social Responsibility Committee will analyze the reputation and trustworthiness of the beneficiary. Any resources used for donation, sponsorship, and financing by the Firm, regardless of value, must be directly destined to the entities using such resources. The Firm will establish accountability provisions to monitor the adequate use of the resources by the beneficiary from time to time.

12

**Use of the Firm's equipment,
information, and data in all
manners of work**

While performing their duties and in any manner of work, be it remotely, in presence or hybrid work, collaborators must safeguard the equipment, resources and tools provided by the Firm for the performance of their activities. These assets must be used by collaborators only for professional purposes related to the Firm's activities.

No collaborator has permission to access, use or disclose confidential Information of the Firm, third parties or clients, unless previously authorized to do so.



Image caption: a person holds a smartphone with one hand. The environment pictured shows a rack with a decoration bowl in the back of the image and a table with a notebook, tablet and a texturized cup in the front.



The Firm's internal data and information must not be shared with parties outside the Firm, except for information destined to clients or a specific public, or as necessary for the rendering of services by third parties.



Collaborators must be alert to the vulnerabilities of remote work particularly in physical premises shared with friends, family, or strangers, adopting preventive measures to avoid data leaks and disclosure of confidential documents and/or information.

The Firm's equipment may be retrieved for use by the Firm without the user's prior warning or consent. The information contained in the equipment are subject to the same rule and may be used by the Firm provided the confidentiality rules cited in the Code are observed.



The Firm undertakes to refrain from disclosing personal data of collaborators, third parties or clients, The Firm also prohibits access to such personal data by third parties who would not otherwise access the personal data for performance of activities of the Firm's legitimate interest and for compliance with legal and/or regulatory obligations.



The Firm may introduce or amend the policies of data protection and privacy of collaborators and third parties to ensure the data subjects are aware of the treatment of their personal data, the legal grounds for such treatment, their rights, and any other information relevant or mandatory.



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Intellectual Property



Image caption: a lock at the palm of a person's hand. This person wears a bracelet. The back shows a notebook out of focus.

The activities and work performed by collaborators must be protected against misuse by third parties and the collaborators themselves. The performance of work in violation of the sources used or without reference to them in the publication of articles, and the conduction of studies in violation of the copyrights' legislation are examples of misuse by collaborators.

No collaborators or third parties providing services to the Firm or to our clients may engage in any manner of piracy, either academic or professional.

The trademark and logo "Veirano Advogados" or "VA" and any other image related to the Firm must be protected against misuse or possible connections of the trademark with activities alien to the values, principles and rules of the Firm stated in this Code or in other policies adopted by the Firm.

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Use of social media

Social media must be used properly and responsibly by collaborators, either for professional or for leisure purposes, always safeguarding the Firm's image. Collaborators must be attentive to the exposure of the Firm's image and theirs on social media to avoid risking their professionals' and the Firm's acting.

Should collaborators wish to provide criticism and opinions on the Firm and its policies, we recommend resorting to the channels destined to solving the issues raised by collaborators as indicated in this Code.

We recommend collaborators refrain from adopting extreme stances in topics potentially involving any of the Firm's clients or the Firm itself albeit indirectly, as such opinion may not coincide with the Firm's stance.

If this Code is breached, we expect the collaborator contacts the Integrity Committee. The Complaints Channel may also be used in these cases.



Image caption: a person's left hand holds a smartphone and the right hand is about to tap the screen. The smartphone shows the icons of popular social networks.

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Integrity Committee



Image caption: group of 4 people. At the front a person holds a tablet and the other looks at the screen, both are standing. At the back two other people are seated looking at the notebook screen, there are paper sheets spread over a table and a cup of pens. The environment shows a texturized wall and two racks, one of them with objects on the top shelf.

The Integrity Committee acts as a transformation agent multiplying the culture of corporate integrity. For this reason, it is liable for ensuring application of this Code and observing compliance with the good practices now stated.

In the event of breach of the provisions of this Code, the Integrity Committee will lead the investigations and recommend and apply the educational or corrective measures after completing all the internal investigation procedures stated in Section 18 below.

The Integrity Committee is autonomous and independent and reports directly to the Firm's Board.

16

Review of the Code of Conduct and supplemental policies

The Integrity Committee will review and monitor application of the Code and propose to the Board any revisions and updates. To maintain the Code updated and coherent with the reality of the Firm, the Code must be reviewed **every two years** or in shorter periods, if necessary.

The Managing Partner or Management Committee may approve supplemental policies to the Code, after approval by the Integrity Committee, to address any issues demanding clarification or detailing.



Image caption: close-up of a person's right hand holding a page of a book that is placed over a surface.

17

Complaints and investigation of Code violations

Complaints of Code violations must be reported via the Veirano Advogados Confidential Channel, operated by an independent and specialized provider, in bilingual format (Portuguese and English) and available at the external website and toll free 24x7:



0800 721 2609



veirano.com.br/conduta



The reports may be confidential, preserving the identity of the source. Should the source be identified, the internal investigation procedure will be confidential to preserve the independent and impartial investigation. Good faith complaints are encouraged to ensure effectiveness in applying the Code. Retaliation against the source or the target under investigation is prohibited. Additionally, it is prohibited to influence or obstruct any investigation initiated or underway. Violations of this Code are subject to the following disciplinary measures, applied jointly or separately: **(i)** new training; **(ii)** warning; **(iii)** suspension and, in more severe cases, **(iv)** dismissal with or without cause; or **(v)** expelling from the partnership.

18

Application of disciplinary measures and determination of remediation actions

Upon receiving complaints and identifying violations of the Code, the Firm may conduct internal investigations to assess whether a violation actually occurred. Investigations will be conducted by the Integrity Committee, which may request the assistance of collaborators or third parties in the process. The disciplinary measures will only be applied after due investigation of the matter. The procedure to investigate violations of the Code or other policies of the Firm will be defined separately.

After completion of the internal investigation, the Integrity Committee may immediately apply the disciplinary measures of new training and warning. In more severe cases involving suspension, dismissal or expelling from the partnership, the Integrity Committee will forward a duly grounded recommendation to the Board, Managing Partner or Management Committee, as applicable. The Board will analyze the disciplinary measure recommended by the Integrity Committee and determine its application.

The disciplinary measures adopted by the Firm do not exclude the civil, criminal, or administrative penalties applicable as the case may be.

If a violation of the Code is evidenced, the Firm may take steps to discourage and curtail breach of the Code, such as reinforcing training in the event of repeated violations of the same topic.

The firm must also report Code violations to area manager for implementation of policies to improve the work environment and interpersonal relationship.

In the event of any breach of this Code by third parties, the Firm may immediately terminate the relevant engagement.

The Firm will inform and remind collaborators and third parties of this Code, and the values, principles and rules stated in it.

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Communication and training on the Code

The Firm will provide continued online or in-person training about this Code to new collaborators and those already members of the Firm to stress the importance of application of these rules. Whenever possible, the training will also include third parties.

Collaborators must evidence their commitment to this Code and the values, principles and rules stated in it by means of a term of acknowledgment.

Further clarification may be provided by the internal Compliance area at:



compliance@veirano.com.br



Descrição da Imagem: grupo de quatro pessoas em primeiro plano, todas estão conversando em conjunto. O ambiente da imagem é corporativo.



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