



**REMER VILLAÇA & NOGUEIRA**

## Code of Ethics and Conducts for Service Providers









## I. Introduction

The present **Code of Ethics and Conduct (“Code”)** has as its main objective to promote trust and bring transparency to the service providers of **“Remer Consultores Assessoria Empresarial Ltda.” (henceforth addressed as “Company”)**, with regards to the norms that must be observed in the exercise of their activities in the Company, and in their relationship not only with the Company and their collaborators and employees, but also with other service providers, clients, suppliers and third parties.

This Code proposes to:

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 1. **expressively inform** what are the Company’s **values**, which must be known and followed by each service provider.
  
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 2. **assure** that all service providers clearly **understand** what their **rights and duties** are associated with the ethical and legal norms that rule the Company’s activities;
  
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 3. without substituting common sense, to **be a guide** for all service providers in the **execution** of the services in their **daily activities**;
  
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 4. instruct all service providers as of the **conducts that must be adopted** if they **are in the knowledge** or are **targets of infractions** of certain **norms**, as indicated in this Code.

This Code follows the ideals proposed and orienting principles of the



United Nations and of Human Rights, therefore, adheres to a sustainable approach, from the social, economic, and environmental point of view. At any moment, the Company can adopt more specific norms and procedures with regards to sections addressed by the Code as well as other situations not expressly addressed by it.

The term “service provider”, for the means of the present Code, includes all providers o services of a continuous nature, as well as their direct and/or indirect employees, including their headquarters, subsidiaries, affiliated entities, and subcontractors.

As of to assure the concretion of the Company’s values, the obedience to the Code and the norms and procedures of the Company are a condition to the maintenance of the contract celebrated by the Company.

With this, the failure to attend one (or more) orientation(s) contained in the present Code will be considered an infraction to the Code and might subject the offender to not only the pertinent judicial measures, including possible compensation requests, as well as the immediate ending of the contract celebrated between the Company and the service provider.



## **I.I. Company Values**

The Company is aimed at the development and propagation of innovation, therefore has as its mission to gather the best efforts to present quality services to the Clients, as well as to disseminate knowledge.

For such, it understands that the service providers follow its principles, which are:



a) **HONESTY**, which is understood as the honoring of commitments and repulsion to unfair conducts;



b) **VERACITY**, which is understood as basing its speeches in the truth, and not illuding the service providers and/or Clients with false promises;



c) **INTEGRITY, COLLABORATION AND FOCUS ON THE CLIENT AND IN RESULTS**, which is understood as the execution of the services in a competent manner and in observance to ethical norms and regulations, as to best attend the Client and achieve the best possible result;



d) **WELL-BEING**, which is understood as providing to service providers, Clients and other professionals that pass through the Company, with a healthy and clean environment, free of toxic substances, may they be licit, or not, as of to avoid the disturbance of other service providers, as of to reduce the frequency, severity and costs of loss of time in its global operations.



e) **DIGNITY AND RESPECT TO HUMAN BEINGS**, which is understood as the cordiality that must be observed and adhered in the work environment, online or at the office, as well as the maintenance of harmony and pleasant conditions as well as the intolerance to slave or child labor as well as any other form of harassment;





f) **GENDER EQUALITY**, which is understood as exercising and supporting the equality of rights, obligations and pay between men and women;



g) **INCLUSION AND DIVERSITY**, which is understood as the fighting of discrimination due to sexual orientation and gender identity, race, color, belief, age and of people with disabilities;



h) **INNOVATION AND SUSTAINABLE DEVELOPMENT**, which is understood as the incentive to search new solutions with regards to the environment;



i) **APPRECIATION OF CONTINUOUS STUDIES - LIFE LONG LEARNING - EDUCATION AND ACADEMIC ACTIVITIES**, which is understood as the incentive to all service providers to paid and unpaid studies, including, but not limited to Lectures, Conferences, Regular Courses, independently of their duration, domestically or externally, with full or partial financial aid by the Company;



j) **CARING FOR THE SECRECY OF CONFIDENTIAL INFORMATION**, which is understood as keeping secret to all information and documents received or documents which have come from Clients, as well as their well management when their use is necessary for the execution of the services; and



k) **COMPLIANCE WITH LEGISLATION**, which is understood as the compliance with all applicable laws, norms and regulations applied for the conduction of business by the



Company and by their service providers. With this, it is imperious to the service providers, for the execution of the services, the strict attention and compliance with all current legislation. The use of Company funds or assets for inappropriate means, being in the legal and/or ethical point of view is strictly prohibited.



## I.II. Compliance and Interpretation of the Code

No service provider can inflict or order other to inflict the clauses of the Code

In certain situations, the suitability or not of our conducts or the conducts of other service provider cannot be very clear. Overall, the service provider must always ask themselves:



1. If their conduct or it the conduct of another service provider is in terms with the Brazilian legislation or any other applicable international norms?
2. If their conduct or the conduct of any other service provider is in terms with this Code?
3. If their conduct or the conduct of any other service provider is in terms with the Company's values?

If at any given moment there is doubt, the service provider must ask themselves: would I like to see my conduct published in newspapers or would I be proud of telling my family what I have done today? Or, if the conduct comes to the knowledge of a client, would it bring any benefits to



the Company's image? If the answers to these questions are negative, be alert. In any case, contact and clear up any doubts with the ones responsible for the implementation of this Code and for the Compliance trainings, through the Channels informed in the next section.



### **I.III. Implementation of the Code and Channels for Contact in the case of Doubts**

The Company's Compliance area is responsible for the implementation and for guaranteeing the compliance of the Code. It is up to each sector to assure that all service providers are adequately familiarized with the Code and that they are applying it, constantly and coherently, in the exercise of their activities in the Company, also being responsible for directing, investigating, and resolving of any questions related to it or any eventual deviation that might insurge.



All doubts and clarification solicitations to the Compliance area must be directed by the service providers to the following e-mail address: [compliance@remer.com.br](mailto:compliance@remer.com.br).

In the case that the service provider wished to maintain secret its identity, as of to avoid, for example, possible consequences, they can enter in contact with through the anonymous channel available in the Company's website.

For this, the service provider can access the website: [www.remer.com.br](http://www.remer.com.br) entering the page "Complaint and Suggestions". The message, without any identification will be automatically sent to the e-mail [compliance@remer.com.br](mailto:compliance@remer.com.br).





The manager for each area is responsible for the distribution of the Code to their board of service providers. Periodically, it can be asked that the service providers assure, through writing, that they have all and complete knowledge of the terms and obligations established in the Code, pledging expressively to observe and comply with it in the exercise of their activities.



## **II. BASIC PRACTICES AND PRINCIPLES**

### **II.I. Compliance with Legislation**

The Company strives for the compliance to all applicable laws, norms, and regulations in the conduction of its businesses. With this, it is imperative to the service provider, in the exercise of their activities, the attention and strict compliance to all current legislation. The use of Company funds or assets for inappropriate means, being in the legal and/or ethical point of view is strictly prohibited. If the applicable laws, norms and regulations, are ambiguous, the service provider must seek orientation from the Compliance Area as of to clarify the meaning and assure their compliance.



### **II.II. Work related issues**

The work directed to the service provider must be performed in accordance to the specifications and orientations of the Company, as of to attend their Client's needs, being in the legal and ethical business point of view.





Any and all research done in the exercise of the service provider's activities must be done in a responsible manner and in accordance with the available knowledge, without harming other third-party intellectual rights.

All service providers must be qualified and must fulfill the requirements for the job established by the Company.

The Company is committed to maintaining dignified and equanimous relations, as well as have transparent and fair procedures with all its service providers as well as for accessing appropriate solutions for unforeseen events.

No service provider will be discriminated against in recruitment, hiring, training, or in promotions with regards to their: age, ethnicity, color, religion, sex, sexual orientation, nationality or physical or mental deficiency, incapacity, civil state, social status, financial situation, or any other prejudice.

The Company is committed to offering a work environment free of hostility, as well as moral and sexual harassment. An infraction to these norms can also be considered a legal infraction, which exposes the Company as well as the guilty service provider to applicable civil and criminal responsibilities. Such information must be immediately reported to the Company's Compliance Area.

The work, association or provision of services contract must be celebrated in a free and willing manner between the service provider and the Company, in the terms of the applicable legislations, duly documented in writing.



The service provider has the freedom to exercise the right to take part of class associations to negotiate or claim rights. No service provider will be intimidated or will be subjected to retaliation if associated to any class association.

The Company must supply its service providers with a healthy work environment without known risks, in compliance with all applicable safety laws and regulations. The Company expects that all its service providers act accordingly with all health and safety procedures established, which shall be disclosed to each Company area by the responsible manager.

In addition, this, the Company expects that its service providers act expressively and clearly with regards to the guidelines exposed below, as well as the ones disclosed in the preamble of this Code:

- a) **LIBERTY OF ASSOCIATION AND NEGOTIATION**, which is understood as the understanding that the Company has the right to negotiate, organize, promote and defend its interests and protect its service providers from any action or form of discrimination;
- b) **CHILD LABOR, SLAVE LABOR OR ANALAGOUS LABOR**, which is understood as the understanding by the Company, that its service providers prohibit any and all form of illegal and unfair labor;
- c) **DISCRIMINATION**, which is understood as the understanding by the Company that all its service providers assure equality in treatment and promote the social inclusion of all service providers;





- d) **CONSIDERATION OF THE SERVICES TO THE COLLABORATORS**, which is understood as the understanding by the Company, that all service providers assure the payment of their service provider's salaries as well as contracts and other pertinent records;
- e) **CORRUPTION**, which is understood as the understanding by the Company, that all of its service providers obey the National Laws and are not involved in any form of corrupt practices including, amongst others, extortion, fraud, bribery, in the form which will be best described below.



### II.III. Fair Practices

When interacting with clients, suppliers, competitors or other service providers of the Company, each service provider must aim to act in a correct, honest and cordial manner as well as avoid taking advantage of any situation through unfair practices.



### Conflicts of Interests

The Company respects the privacy of their service providers in the conduction of their personal affairs, however, it is important that the service providers are aware and communicate eventual conflicts of interests that might arise from their personal affairs and the activities being performed in/for the Company.

The service providers must avoid taking part in any activities of their personal interests that might come into conflict, or seem conflicting, with



the interests of the Company, with regards to their relations with suppliers, clients, and competitors, current or potential.



In the case of the identification of a conflict of interest or doubt about the occurrence of a conflict of interest, being real or potential, the service provider must, through writing, inform the Company's Compliance area, under the penalty of infraction of the present Code, even if by the means of consultation. The Company must inform the clients of potential situations of conflicts of interest that involve them, respecting the duty of confidentiality of third-party information.

Without restricting the general scope of this norm, the following relations and ways of conduct are considered conflicts of interest, unless specific situations are informed clearly and justifiably approved by the Company:

- Simultaneous employment/work in the Company and/or for any other person, if this employment/work concretely impacts in the time or attention that should be dedicated to the businesses of the Company;
- Simultaneous employment/work in the Company and in any other competitor, supplier, or client, current or potential.
- The control, by a service provider or close relative of a service provider of a significant financial interest in any competitor, supplier or client, current or potential. The term "financial interest" refers to any form of property or value of participation. Generally, the financial interest of the service provider will not be considered significant if the service provider and their close relatives possess less than 1% of a certain public company.





## Corruption and Inappropriate Payments

No type of corruption, being active or passive, or extortion is allowed in any type of activity performed by the Company. No receipt of inappropriate values or payments must be made by or in the name of the Company, directly or indirectly, to the administrators, representatives, clients, service providers, suppliers or competitors of the Company, as well as government agents or public employees. Such inappropriate payments can be considered bribes or corruption and will not be tolerated.

Receiving or making inappropriate payments include, but are not limited to:

- Bribes, commissions or undeserved reimbursements;
- Donations or loans of Company assets or the provision of services by Company service providers;
- Realization or payments of expenses in the name of another person or party;
- Indemnification by administrators, service providers or Company representatives for payments made by them in the name of the Company.

Appropriate receipts or payments include, but are not limited to:

- Any incentive program, as long as approved by the client or supplier which is consistent with industry practices;
- Reductions or discounts in Company products/services offered to all service providers, or to a specific group of service providers;



- Authorized and acceptable entertainment for Company collaborators if conducted in a manner which is appropriate to business relations and to the discussion of business issues; or
- Gifts of low value for the promotion of Company products/services to the service providers and Company collaborators (such as calendars, agendas and commercial expenses authorized by the Company).

It is strictly prohibited to the service provider to receive money or presents from third parties regarding and/or in connection to the activities being executed in the Company.

Usual business entertainment including, meals, transportation and gifts of low value as mentioned above, are appropriate, unless the cost and frequency of those is interpreted as a factor of influence, in any way, in conducting a business decision.

In order to determine if a gift/entertainment can be interpreted as a factor of influence, in any form, in the conduction of a business decision, the position of the service provider and if the service provider is or could be in a position to influence the relation of the Company with the competitor, supplier or client will be taken into consideration. In the case of doubts, the service provider must contact the Company's Compliance Area.

Social contacts related to the business can be beneficial to the Company, when duly conducted within the permitted limits. The service providers must strive to ensure that there are no reasons for a third-party to view such contacts as inappropriate.



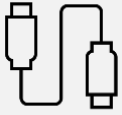


## II.IV. Confidential Information

All information about the Company and its business and Clients or competitors which are not public, are confidential. Therefore, the service providers must:

- Keep as confidential all information entrusted to them by the Company or clients, except if when the disclosure of such information is required by law;
- Treat client intellectual property, know-how and secrets in accordance to the applicable legislation;
- Not disclose information which are not public to unauthorized people, internally as well as externally;
- Must maintain confidential any information received from other parties; and
- Are prohibited to benefit from any privileged information, Insider trading and the involvement with Money laundering.

According to the norms above, the service providers must have as a starting point the idea that no information can be disclosed. In the case that the disclosure is necessary, they must seek orientation with the Company's Compliance Area. The unauthorized disclosure of confidential information will be considered an infraction of the Code and can subject the infractor not only to indemnization suits but also to the immediate termination of their contract with the Company.



## **II.V. Appropriate Use and Protection of Company assets**

The service providers must protect Company assets and ensure their efficient use. No inappropriate appropriation, being temporary or permanent, of company assets will be tolerated. The unauthorized private use of any Company asset is strictly prohibited.



## **II.VI. Environmental issues**

The Company and its service providers must comply with all applicable laws, legislations, regulations and conducts applicable to the protection of the environment and the preservation of natural reserves, adopting a sustainable behavior with regards to the environment and its impacts. With this, for example, environmental conscience and care in the use of paper and energy consumption are necessary and essential in day-to-day work.



## **II.VII. Company Files**

The integrity and perfection in maintain files are not only a Company norm but also a legal obligation. The Company is required, by law, to administer its books, files and payments in a precise and clear manner, as of to reflect all transactions and keep an effective global system of internal control.

The inappropriate alteration, destruction, occultation or falsification of files or documents can result in criminal penalties. Consequently, the





appropriate register of all transactions is essential for the control of Company business and for the preciseness of its financial reports. In order to maintain the integrity of its financial records, all information inserted in Company files and records must be prepared carefully and correctly, with the required documentation, as of to ensure the supply of complete and exact reports for possible audits. No false or misleading information is to be inserted, for any reason, and no service provider can aid another person to insert a false or misleading information.

All service providers must provide complete and precise information to Company administrators, to the legal counsel, internal and independent audits, as well as for any other person authorized to receive such information.

Secret activities are prone do offenses, as the total display of information reinforces responsibility and acts as a powerful tool for the avoidance of mistakes and ensuring reputation. With this, hidden or unregistered transactions will not be permitted, in any circumstance. Any service provider that has the information or knowledge about any hidden or unregistered transaction or about the falsification of records must inform such event to the Company's Compliance Area.



## **II.VIII. Intellectual Property and Third-party Copyrights**

The inappropriate (temporary or permanent) appropriation or the unauthorized of tangible or intangible assets will not be tolerated.

The disclosure and the unauthorized use of Company works or presentations are prohibited.



Service providers are not to install counterfeit software's or software's unauthorized by the Company, as well as download music without the previous and express permission of the Compliance Area, under the penalty of being held responsible for damages caused to the information technology area. This is also applicable in the use of materials developed by third parties, even if available online in the exercise of the activities, the service provider must take care and ensure that its use does not infringe intellectual property rights of the owners as well as others.

The service providers must not copy documents, physically or electronically, of Company possession (including documents belonging to clients, suppliers, and others) without Company authorization.



## **II.IX. Social Media**

The Company does not authorize the publication of content in social media platforms regarding or in the name of the Company without previous and express authorization, unless the service provider has the job to do so and/or is reposting content already disclosed in the Company social media, as long as in a respective manner.

The Company hopes that the service provider will make use of its personal social media platforms in a respective manner, as well as declares that all content posted by its service providers are of express responsibility of the service providers.





### III. REPORTING OF INFRATIONS AND DENUNCIATION CHANNELS

A service provider that has the knowledge of an infraction to the Code or believes that an infraction to the Code will be committed in the future must report this issue to the Company's Compliance Area, through e-mail: [compliance@remer.com.br](mailto:compliance@remer.com.br).

With this, service providers that come to the knowledge of any infraction to this Code, even if by Company collaborators, must inform the Company's Compliance Area of the occurrence. The Company's Compliance Area will investigate and keep the informant informed about the procedures and measures taken.



#### Anonymous Channel

In order to assure that a service provider that informs an infraction is protected against possible retaliations, the denunciation can be done through the anonymous channel available in the Company's website.

In order to do so, the service provider can access the website: [www.remer.com.br](http://www.remer.com.br) and enter the page "Complains and Suggestions". The message will be sent without any user identification and will be sent automatically to the e-mail: [compliance@remer.com.br](mailto:compliance@remer.com.br).



## Retaliation Attempts

Any retaliation attempts towards the service provider that reports and infraction will be severely punished. Additionally, it is considered a federal crime to retaliate against any person that supplies an official of justice with any true information regarding the commitment, or the possible commitment of a federal crime.

In the case that there is the suspicion of a treacherous denunciation, the responsible personnel from the Compliance Area will investigate the alleged case in the most discrete way possible.



## Service Provider help in Investigations

Service providers can, from time to time, be contacted by the Company's Compliance Area in order to describe or give more information about their conduct or the conduct of other service providers and collaborators that they have the knowledge, as of to aid with the investigation of possible denunciation of Code infractions.



## Mutual Collaboration

Considering that the Company offers the best installations and keeps an open discussion with its service providers, the Company expects to receive the necessary cooperation, without reduced efforts, with regards to the work being performed.





In this way, the Company's healthy environment will be safekept, including the safekeeping of the service providers.



**Thank you for Reading!**

\* Visual work by Ricardo Amaral Remer, 2020.