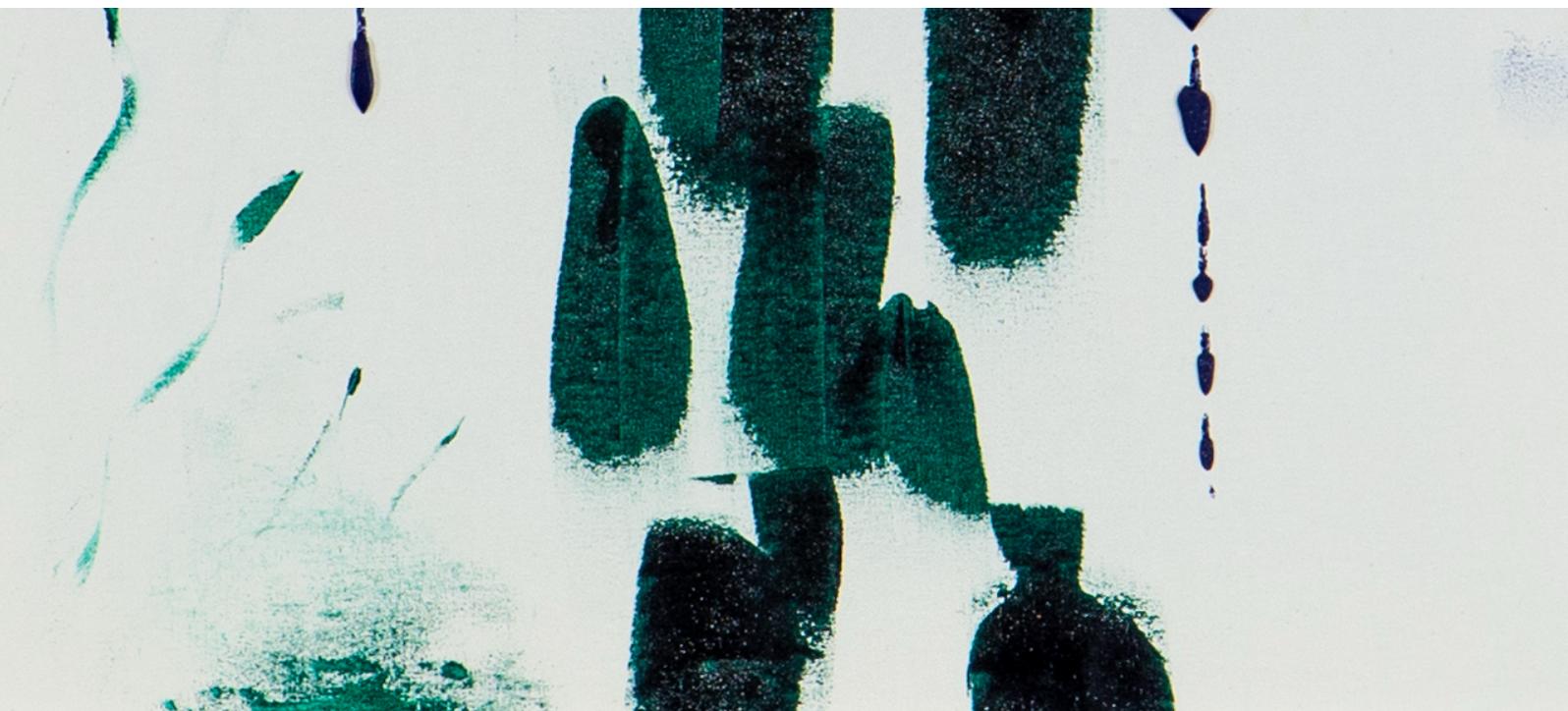


REMER VILLAÇA & NOGUEIRA

Code of Ethics and Conduct





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II. Introduction

This Code of Ethics and Conduct (**henceforth referred to as “Code”**) has as its main objective the promotion of trust and to bring clarity to the **“Remer Villaça & Nogueira”** (**henceforth called “Company”**) collaborators, with regards to the norms that must be observed in the exercise of their activities – not only with the Company, but also with other collaborators, clientes, suppliers and other thrid parties.

1.  **expressively inform** what are the Company’s values, which shall be known by each collaborator;
2.  **ensure** that all clearly **comprehend** what are their rights and duties associated with the ethical and legal norms that guide the Company’s activities;
3.  without substitution to common sense, to **act as a guide** for all collaborators in the **execution of their daily activities**;
4.  **instruct** all collaborators when of being aware of any unethical conduct, and what are the procedures and consequences to follow.

This Code is based upon de ideals proposed and guiding principles of the United Nations and Human Rights, looking to adopt a sustainable path from the social, economic, and environmental point of view. At any moment, the Company can adopt more specific norms and/or procedures with regards to areas here already covered as well as regarding situations which have not been here expressively foreseen.



The term “collaborator”, for the scope of this Code, includes all administrators, partners, associates, employees, and Company service providers of continuous nature.

As of to ensure the realization of the Company’s values, the obedience of the present Code and of the Company’s norms and procedures are considered a condition of employment / collaboration and of continuity of the provision of services being performed.



II.I. Values and Principles

Being a Company, which aims to develop and promote innovation, having as its mission to always bring to its Clients quality work, by acting as business partners. Internally, our culture promotes a healthy and collaborative environment amongst all collaborators, by encouraging the development of its members and spreading knowledge. This said, the Company expects full adherence to its principles, them being:



a) **INTEGRITY (honesty, transparency, and good faith)**, with regards to the rejection of unloyal behavior, speeches not based upon truth and the non-illusion of collaborators and/or Clients with false promises;



b) **COLLABORATION and WELL-BEING**, which means providing collaborators, clients and other professionals that transit the Company with an environment which is healthy, clean and free toxic attitudes and substances, always looking for the maintenance of harmony and pleasant conditions;



c) **Client PARTNERSHIP (Focus on the Clients business and results)**, with regards to the execution of the services in a close, competent and strategic manner, always guiding the Client to achieving the best possible result, even if unaligned with Company interests;



d) **DIGNITY AND RESPECT FOR THE HUMAN BEING**, with regards to the cordiality which must be observed in the work environment, online or in the office, not accepting child labor as well as any other form of harassment;



e) **CONFIDENTIALITY**, with regards to keeping secret any and all Company or Client's information and/or documents, including the management of information in the execution of the work, as well as thorough care and attention in e-mail exchanges and file access through remote access;



f) **DISSEMINATION OF KNOWLEDGE (Appreciation of continuous studies - lifelong learning - education and academic activities)**, with regards to the incentive of all collaborators to take part in continuous studies, paid or unpaid, including, but not limited to, Lectures, Conferences and Courses, regardless of their duration, with full or partial financial aid by the Company;



g) **EQUAL RIGHTS, REGARDLESS OF GENDER**, with concerns to the exercising and supporting equal rights, obligations and wages between men and women, including through proactive internal programs;



h) **INCLUSION and DIVERSITY**, with regards to inclusion, combat to discrimination due to sexual orientation, gender identity, race, color, religious beliefs and of people with special qualities and needs;



i) **ESG - ENVIROMENTAL AND SOCIAL GOVERNANCE**, which means that Company behavior goes beyond the focus on partner profit(s), as the Company acts environmentally, economically, and socially responsible, contributing to the improvement of the life of future generations.



II.II. Compliance and Interpretation of the Code

No collaborator can infringe or order third parties which are infringing or collaborating to infringe the principles foreseen in this Code.

In situations in which the applicability or not of any of our conduct or the conducts of any other collaborators are not entirely clear, in a general sense, one must enquire themselves:



1. Is your conduct or the conduct of any other collaborator in compliance with the Brazilian legislation or any other applicable international legislation?
2. Is your conduct or the conduct of any other collaborator in compliance with this Code?
3. Is your conduct or the conduct of any other collaborator in compliance with the Company's values?



If in any moment there is doubt, the collaborator must ask themselves: *would I like to see my conduct published in the newspaper or be proud to tell my family what I did today? Or, the if the conduct of any other collaborator was published in the newspaper, or got to the knowledge of a Client, would this bring benefits to the Company's image?* If the answers to these questions are negative, stay alert.

In any case, inform and ask questions about the situation with the ones responsible for the implementations of this Code and responsible for the Compliance Trainings, through the following channels.



II.III. Code Implementation and Channels of Contact in the case of doubts

The Company's Compliance area is responsible for the implementation and for assuring the Code's compliance. It is up to each specific area to guarantee that all collaborators are adequately familiarized with the Code, and that they are constantly and cohesively applying it in the exercise of their Company activities, being responsible for directing, analyzing, and settling any eventual issues regarding any possible deviations that might arise.



Any doubts and clarification requests made to the Compliance Area must be directed by the collaborators to the following e-mail address: compliance@remer.com.br.



In the case that any collaborator wishes to remain anonymous, due to fear of any possible retaliations, they are welcome to contact the Area through the anonymous contact channel available in the Company's website. To do so, the collaborator can access the website: www.remer.com.br, in the "Complaints and Suggestions" page.

The message will be automatically sent to the compliance@remer.com.br e-mail without any user identification.

The HR manager must hand out the Code to any new collaborator in their 1st day, without exceptions. Additionally, each area manager is responsible for the distribution of the Code for all their collaborators. Periodically, it can be requires that the collaborators ensure, through writing, that: (1) are fully aware of the terms and obligations established in the Code, specifically committing to observing and following it in the exercise of their activities; and (2) that they have participated in the Compliance training.



III. PRACTICES AND BASIC PRINCIPLES

III.I. Compliance with legislation

The Company praisers for the compliance with all applicable laws, norms, and applications in the conduction of their businesses. With this it is of utmost importance that the collaborator, in the exercise of these activities is aware and fully complies with all legislation in force. The use of funds and/or Company assets for inappropriate means, being from the legal and/or ethical point of view is strictly prohibited. In the case that the



applicable laws, norms, and legislations are ambiguous, the collaborator must seek for the Compliance Area's orientation in order to clarify the information and ensure legal compliance.



III.II. Work related Issues

The work directed at the collaborator must be performed in accordance with specific Company guidance and orientation, to assure full customer service, being in the legal and ethical scopes.

Any and all research conducted in the exercise of the collaborator's activities, must be conducted in a responsible manner, and in accordance with science and other knowledges, without harming third parties' intellectual properties.

All collaborators and job candidates must be qualified and must meet all requirements established by the Company, which in turn will offer fair pay and reasonable work hours. Despite this, all young collaborators must be of equal age or above the legally required age permitted for each service, however never of **age below 15 (fifteen) years old**. Additionally, younger collaborator must not take part in mentally, physically, socially, or morally dangerous or prejudicial job, or that might interfere with their educational tasks and requirements.

The Company is committed, with all their collaborators, to maintaining dignified and equal relations, as well as to have fair and transparent procedures and provide adequate solutions to unexpected events.



No collaborator or job candidate must be discriminated during recruitment, hiring, training or performance of their activities with regards to their age, ethnicity, religion, skin color, sexual orientation, gender, nationality, mental or physical disability, incapacity, marital status, social status, financial situation, or any other kind of discrimination.

The Company is committed to offering a workplace free of hostility and sexual or psychological harassment. An infraction to these norms can also be considered an infraction to the legislation, which exposes not only the collaborator but also the Company to possible civil and criminal responsibilities. Such infractions must be immediately reported to the Company's Compliance area.

All work, association or service provision contracts must be celebrated freely and voluntarily, through writing, between the collaborator and the Company, in accordance with the applicable legislation.

The collaborator has the freedom to exercise their right to take part in work associations as well as to negotiate or claim their rights. No collaborator will be intimidated or will be targeted if associated with a class association.

The Company must provide its collaborators with a fair and healthy work environment, without known risks, in compliance to all applicable safety laws and regulations. The Company hopes that all their collaborators act according to the health and safety procedures established, which are to be disclosed to each area by the responsible manager.



III.III. Fair Practices

When interacting with clients, suppliers, competing companies or other Company collaborators, each collaborator must work hard to act in cordially, honestly and in accordance with Company standards, as well as must avoid of taking advantage of a situation through unfair practices.



Conflicts of Interests

The Company values and respects its collaborator's privacy in the conduction of their personal businesses. However, it is important that the collaborators are aware and communicated any eventual conflicts of interest that might arise between their personal businesses and those activities performed in or for the Company.

The collaborators must avoid taking part in any activities in their personal affairs that might be or seem to be in conflict with Company interests, in its relations with suppliers, clients, as well as present or potential competitors.



In the case of the identification of a conflict of interest or in case of doubts regarding the occurrence or not of a conflict of interest, even if it is a potential conflict, the collaborator must inform the Company's Compliance Area, through writing, under the penalty of infringing the present Code, even if for consultations means. The Company must inform its clients if any conflicts of interests arise, respecting the duty of maintaining third party confidentiality.

Without restriction to the general application of this norm, the relationships and behaviors listed below will be considered conflicts of interests, except in the cases that specific circumstances are informed, through writing, and justifiably approved by the Company:

- Simultaneous work/job in the Company and in any other company and/or for any other person, if this work/job impacts concretely in the time or attention that should be given to the Company related affairs;
- Simultaneous work/job in the Company and in any other competitor, supplier and/or any potential or current client;
- The participation, by a collaborator or immediate relative of a collaborator, of a significant financial interest in any competitor, supplier and/or potential or current client. The term “financial interest” refers to any form of property, value, or participation. Usually, the financial interest of the collaborator will not be considered significant if the collaborator and/or its immediate relatives possess less than 1% of a public company.



Corruption and Inappropriate payments

Active or passive corruption will not be tolerated in any of the activities performed by the Company. No inappropriate payments or the receipt of other values other than those correctly agreed upon are to be made by or in the name of the Company, directly or indirectly, to the administrators, representatives or collaborators, by clients, suppliers or Company competitors, as well as by public employees or government



agents. Such inappropriate payments can be considered bribes or corruption and will not be tolerated.

The receipt of inappropriate payments include, but are not limited to:

- Bribes, commissions or other unearned reimbursements;
- Donations or loans of Company assets or the provision of services to be performed by Company collaborators;
- Expense payments made in the name of a third party;
- Administrator, collaborator or Company representative compensations made by them in the name of the Company;

The receipt of appropriate payments include, but are not limited to:

- Any incentive program that is approved by the client or supplier and is consistent with business practices;
- Reductions or discounts in Company products/services offered to all collaborators, or to a specific group of collaborators of a client or supplier;
- Authorized and acceptable entertainment for clients, potential clients or other involved with Company business, done in an appropriate manner regarding business relations and the discussion of commercial issues; or
- Gifts containing items of low value for the promotion of Company products/services (such as calendars, agendas and other commercial expenses authorized by the Company).

As these transactions are not prohibited by this norm, these need to be precisely foreseen in the Company's financial records. Collaborators are



strictly forbidden to receive money or gifts from third parties or gifts with regards and/or connected with the activities executed in the Company.

Usual business entertainment, including meals, transportations and low value gifts as described above are considered appropriate as long as the cost and frequency of those are not one that might be interpreted as an influential factor, in any way, as having the objective to influence a business decision. To determine if a gift/entertainment can be interpreted as a factor of influence, in any way, as in the objective of influencing a business decision, a collaborator's position, or if the collaborator is in the position of influencing the Company's relationship with a competitor, supplier or client will be considered. In the case of doubts, the collaborator must contact the Company's Compliance Area.

Social contacts related to businesses can be beneficial to the Company, if conducted appropriately within the permitted boundaries. Collaborators must aim to ensure that there are no motives for a third party to see such social contacts as inappropriate.



III.IV. Confidential Information

All information regarding the Company and their businesses, clients, or competitors, that are not public, will be considered confidential. Therefore, all collaborators:



- Must keep confidential information entrusted by the Company or clients, except when disclosure is determined by laws and legislations;
- Must consider as intellectual property, the know-how and client secrets in accordance with the applicable laws and legislations;
- Must keep as confidential the information received from other parties in the exercise of their activities; and
- Are prohibited to be benefited in any way from privileged information from insider trading.

If the collaborators are not certain of which information can be disclosed, they must seek guidance from the Company's Compliance Area. The unauthorized disclosure of confidential information will be considered a violation to the Code and can subject the violator not only to compensations as well as can be subjected to contract termination, society exclusion or justified dismissal.



III.V. Protection and appropriate Use of Company assets

The collaborators must protect Company assets and ensure their efficient use. Inappropriate use, being temporary or permanent, of Company assets, will not be tolerated. Unauthorized private use of any Company property is strictly forbidden.



III.VI. Environmental Issues

The Company and its collaborators must comply with all applicable laws, legislations, regulations and conducts regarding the protection of the environment and the preservation of natural reserves, adopting sustainable behaviors with regards to the environments and impacts.

With this, for example, environmental conscience regarding the consumption of water, paper and electricity are expected and essential do



III.VII. Company Archives

The integrity and perfection in the maintenance of archives is not only a Company norm, but also a legal obligation. The Company is obliged by law to administer its books, archives, and financial records in a precise and clear manner, as of to reflect all of its transactions and maintain a globally effective system of internal control.

The inappropriate alteration, destruction, concealment or falsification of documents or archives can result in criminal penalties. Therefore, the appropriately recording all transactions is essential for the control of Company affairs as well as for the precision of its financial reports. To maintain the integrity of its financial records, all information recorded in Company files and archives must be carefully and correctly prepared, requiring the appropriate documentation in order to ensure complete and exact records for audits. No false or treacherous recording



must be made, for any reason, and no collaborator can help another to create such false or untrue record.

The collaborators must supply correct and exact information to Company administrators, legal counsel, internal and external audits as well as any other person authorized to receive such information.

Secret activities can lead to wrongdoings, as the complete disclosure of information reinforces responsibilities and acts as a powerful tool for the restraining errors and increasing reputations. Therefore, secret, or unregistered transactions are not permitted, in any case. Any collaborator that has information or knowledge of any unregistered or secret transaction, or the falsification of Company record must report such occurrence to the Company's Compliance Area.



III.VIII. Intellectual Property and Third-party Copyrights

The temporary or permanent improper appropriation or use of unauthorized assets, tangible or intangible, will not be tolerated.

The disclosure and use of unauthorized works in Company presentations, even if for educational means is prohibited, except if previously and expressively authorized.

Collaborators must not install counterfeit software or software unauthorized by the Company, including the download of music without expressive authorization by the Compliance Area, under the risk of being held responsible for any damages caused to the IT area. Similarly, with regards to the use of materials developed by third parties, in the exercise



of its activities, even if available online, the collaborator must pay attention and ensure that its use does not infringe the intellectual property rights of others.

Collaborators must not copy documents, being physical or online, of titularity or of Company possession (including documents belonging to clients, suppliers and other third parties) without express and previous authorization by the Company.



III.IX. Trainings

The Company has as one of its priorities to stimulate the knowledge of its collaborators, especially through the sharing of information between different areas. This said, the promotion of internal trainings must be profited by the collaborators, where in which participations and eventual absences will be taken into considerations with regards to evaluations.

Absences, when necessary, must be justified by the collaborator to its superior in 15 (fifteen) days counting from the day of the event if it is not possible to make such justification beforehand.



III.X. Social Media

The Company does not authorize the publication of content in social media platforms with regards or in Company name without expressive and



previous authorization, unless the collaborator was hired to do and/or is reposting content already disclosed in the Company's social media, if done in a respective manner.

The Company expects that the collaborator makes use of its personal social media in a respectful manner as well as discloses that all content published by its collaborators is under the expressive and only responsibility of the collaborator.



IV. ACCOUNTS OF INFRACTIONS TO THE CODE AND CHANNELS FOR REPORTS

A collaborator that has come to the knowledge of an infraction to the Code or believes that an infraction will be committed in the future must report the issue to the Compliance area, via e-mail: compliance@remer.com.br.

As of this, having acted in good faith by reporting a possible infraction to the Code, the collaborator will not be subjected to any retaliation. In this sense, the Compliance Area will maintain the reporting collaborator adequately informed of the procedure and the verification of the reported case until its final decision.



Suppliers

In a similar sense, suppliers that come to the knowledge about any possible infraction of this Code, being through its own collaborators or



Company collaborator must inform the Company's Compliance Area of the occurrence. The Compliance Area will investigate and keep the reporting party informed of the procedures and measures adopted.



Anonymous channels

In order to ensure that a collaborator that informs an infraction is protected against possible retaliations, the report can be made, if it is the collaborator's wish, through the anonymous channel available in the Company website. In order to do this, the collaborator can access the website: www.remer.com.br and access the "Complaints and Suggestions" page. The message will be automatically sent to the compliance@remer.com.br email without user identification.



Retaliation Attempts

Any retaliation attempts to the collaborator that reports an infraction will be severely punished. Moreover, it is considered a federal crime to retaliate against a person that provides to law officials any truthful information related to the undertaking, or possible undertaking, of a federal crime.

In the case of the suspicion any dishonest reports, the collaborators responsible for the Compliance area will investigate the reported case in the most discrete way possible.



Collaborators help in Investigations

Collaborators can, from time to time, be contacted by the Company's Compliance Area, to describe or give further information regarding certain conducts or the conducts of any other collaborators in their knowledge, in order to help the verification of accusations of Code infractions.



Thank you for reading!

* With use of the visual work of Ricardo Amaral Remer, 2020.