

TRIGUEIROFONTES

ADVOGADOS

CODE OF ETHICS AND CONDUCT

2017 Version

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INTRODUCTION

The Code of Ethics and Conduct of **Trigueiro Fontes Advogados** ("TFA") is based on values and ethical commitments, which will be premises for the performance, whether it is internal or external, from the lawyers and other employees.

TFA believes that in all companies, whether if they are public or private, ethical principles are observed with the aim of obtaining the best relationship with clients, partners or third parties. In this way, TFA is committed in fighting all conducts that injure ethics, morals and laws, including, but not limited to, the fight against corruption.

The objective of this Code is to ensure that all standards are interpreted with the least possible subjectivity in order to obtain a constant professional environment with greater excellence and ethical conduct.

COVERAGE

- This Code is applied to shareholders, associates, consultants, interns and all other employees, service providers and external correspondents, together referred to as "Employees".
- The clients of TFA may, at any time, request information related to this Code, as well as a copy of the same.
- It is never too much to emphasize that the Employees obviously must comply with the conduct codes for the clients of TFA.

PRINCIPLES

- TFA has in its core the goal of meeting the need of our clients, and everyone around them, always in an ethical, innovative, personalized and effective manner.
- Thus, our goal is to make sure that each member acts in accordance with moral, social and professional principles, strengthening the image, identity and profile of the Firm under an ethical and moral look. To consolidate the rights and guarantees in the work place is a mission for all.
- TFA believes in the value of every member that is part of the Firm, and that it is the duty of all to ensure the dignity, independence, prerogatives and enhancement of advocacy.
- Aiming to maintain a society of excellent lawyers, in line with the moral and ethical guidelines governing the core-activity, all members must exercise their duties based on the following principles and values:

Ethics: Absolute submission to the truth.

Commitment: A given mission is an accomplished mission.

Excellence: Do it once and well done.

Commitment: Actions speak louder than words.

Team Work: Talent wins games; union wins championships.

- The above principles determine and guide all the actions of the Firm and they must be followed by Employees in the performance of their duties.
- Employees must perform their roles with care, maximum commitment, professionalism and dedication, in accordance with their rights and duties in conjunction with the ethical and moral principles.
- TFA has as principle the performance of an integrated , harmonious and cooperative team, in which there is respect and encouragement among Employees,

demonstrating professionalism and recognizing the importance of the inclusion of all individuals, without discrimination or distinctions.

- The conducts employed must be based on justice, equity, impersonality, simplicity and urbanity, honoring the word given to one another.
- The conduct based on truth is essential, making this a working instrument.
- We emphasize the practice of punctuality, institutional loyalty and appreciation of the constant pursuit of personal and professional development, which results not only in a better working environment but also in an efficient and sustainable society.
- Loyalty towards the clients and the Firm, demonstrating dedication and care in relation to their interests, as well as honoring the trust that is deposited to them.

OAB

- All lawyers and trainees of TFA, as well as their external correspondents, are subject to the rules of the profession and the Code of Ethics and Discipline of the Brazilian Bar Association [Ordem dos Advogados do Brasil] (OAB), and other acts and decisions of the Federal Council and of the Sectionals of the Brazilian Bar Association (OAB).

ANTI-CORRUPTION

- The Employees must act with integrity, respecting and not violating the standards related to anti-corruption, money laundering prevention, as well as the provisions of Law 12.846/2013 (Law Against Corruption), Law 12.683/2012 (Law of Money Laundering) and the Brazilian Penal Code.
- TFA does not accept nor tolerates any form or practice of corruption. In this way, the Firm prohibits its Employees to promise, offer or give, directly or indirectly, undue advantage to a public agent or third person related, aiming at obtaining any inappropriate advantages.

- TFA does not tolerate the payment or the offering of inappropriate advantages to a public agent in order to accelerate or facilitate the analysis of judicial or administrative processes.

PROFESSIONAL CONDUCT

- TFA respects the diversity and hopes that everyone is treated in a respectful, friendly and fair way, regardless of the position or function they occupy, not admitting the discrimination or prejudice of any kind, whether if it is because of race, religion, age, sex, political convictions, nationality, marital status, sexual orientation, physical condition or any other form of discrimination within the work environment or during the performance of their duties.

- TFA emphasizes the synergy between the areas, the cooperation between Employees and the sharing of knowledge as a way of learning and dissemination of best practices, save the confidentiality criteria that will be exposed in the item strategic or confidential information.

- It is the conduct expected of all Employees to listen and consider new ideas, opinions, questions and arguments that represent a way of learning and improving processes.

- TFA does not admit any type of harassment, whether if it is sexual, economic, moral, or of any other nature, or situations that constitute disrespect, intimidation or threats in the relationship among Employees, and between these and members of clients or public bodies, regardless of their hierarchical level.

- TFA respects the individual right of the employee to engage in civic matters and participate in the political process. However, these activities must always be carried out in a personal character and in a way that they do not interfere in their professional activity towards the Firm. In this situation, the employee must make it clear that the manifestations do not represent the opinion of TFA.

- It is forbidden to the Employee to adopt any attitude that adversely affects the image of competitors, business partners or clients of TFA.
- It is prohibited to Employees of TFA to act or cooperate with, directly or indirectly, actions that conflict with the ethics, moral, honesty and dignity of the human person.
- The Employee who is considered discriminated, humiliated or targeted of prejudice, pressure, abusive practices or in a situation of disrespect and that feels compelled to treat the matter with the superior must communicate this fact to the Human Resources Department.
- All the market information and from competitors, legitimate and necessary to the business, must be obtained through a transparent and honest practice, not admitting the obtainment through illicit means.
- The ingestion of alcoholic beverages is prohibited during the working hours, as well as the exercise of professional function in a state of drunkenness. The use and possession of drugs and the permanence in the work environment in an altered state by the use of these substances are prohibited too, as they may affect the safety and performance of both the employee and the co-workers.
- The goods, equipment and facilities of TFA are intended for the use only in its operations and cannot be used for private purposes, except in specific situations defined and/or authorized by TFA. It is the responsibility of the Contributor to ensure the proper use and conservation of the patrimony of TFA placed under his or her care.
- The use of equipment and systems that are properties of TFA for personal affairs is permitted, since it does not conflict with standards and internal guidelines or adversely affects the productivity of employees during their working hours.
- The change, the retrieval, the storage or use of obscene, pornographic, violent, discriminatory, racist or defamatory contents, which infringes any individual or entity and contrary to policies and the interests of TFA are prohibited. Games and messages of currents are also not allowed.
- General users must not have the expectation of privacy in the use of the systems and resources belonging to TFA. For this reason, TFA may, at its discretion, use and monitor any information transmitted or stored in these systems. This rule covers the

information written or stored in the electronic system and any other associated mean. It also includes technically developed information, acquired by associations, purchase, license, purchased or entrusted to the Office.

- All files and information related to professional activity, which are created, received or stored in electronic systems are properties of TFA and constitute commercial and legal goods. Thus, in case of a change or dismissal of an Employee, such information held by this employee must be forwarded to the immediate leadership to be kept or discarded.

- The Intellectual Property is a strategic asset for TFA. It includes theses, petitions, contracts, *know how*, technical data and information related to proceedings and clients, among other items that would benefit a competitor if they knew it.

INTERACTION WITH EXTERNAL AGENTS

- The regular activities at TFA require, in many situations, the interaction with public agents from various sectors of the public administration, which is subject to the specific conduct standards of each Power, sphere of Government, agency or entity.

- A public agent is any person who works or exercises a position in a public body or in a company controlled by the Brazilian Government or of a foreign country, even if it is in a transitory manner or without remuneration.

- In this sense, the public agents have reservations regarding the acceptance of gifts, invitations for trips and events, moreover, these agents must be limited to providing only services related to their functions.

- In order to avoid any disrespect to the rules that apply to public agents and to obtain the best professional relationship with such agents, TFA prohibits its Employees to offer gifts, presents, travels, entertainment, hosting, among other benefits, to influence in certain decisions in favor of interests of TFA or its clients.

INTERACTION WITH CLIENTS

- TFA values the excellence of the services provided to its clients. In this sense, TFA will not provide any kind of benefit or feature that may violate the Brazilian laws, in particular the legislation against anti-corruption. As a result of this, TFA does not give or offer on behalf of its clients any undue advantages to any public agents or to the people related to them.

CONFIDENTIALITY

- As an part of TFA, the Employee will have access to a series of strategic or confidential information as a result of the activities performed. All information related to the Office, to their activities, to clients or potential clients must be treated as confidential, and it is the duty of all Employees, even after termination of their contract of employment, not to disclose it to third parties. Confidential information is understood as information of restricted use (that are not in the public domain), covering all data, spreadsheets, reports, documents or any other content to which the employee has access in the performance of its activities.

- Thus, it is expected that every Employee is careful towards their own conduct, whether in public environments or even within TFA, whether in the circumstances of professional activity, either in their private lives, acting with prudence and care, not exposing TFA nor its clients to risk, preventing access from other parties to the confidential information, doubling the care with documents and even with materials left in drawers and cabinets.

- Care with the information must also be present on the disposal of documents of any kind, including drafts. The Employee, before throwing it in the trash, must fragment it.

- In lectures, participation in seminars and other public events, as well as on social media (facebook, linkedin, twitter, whatsapp etc.) the secrecy of confidential information about TFA or its clients and business must be strictly respected.
- Confidential information in response to legitimate requests of government authorities can be provided only after they are treated as confidential and after adequate measures are taken to protect its confidentiality, with the help of orientation of the Strategic Group from the Office.

CONFLICT OF INTEREST

- The conflict of interests between the Employee and TFA occurs when the employee uses his influence or commits acts with the intent to benefit private interests and/or reviews and that are opposed to the interests of TFA or could cause damages or injuries.
- The Employees must always take into consideration how their decisions or measures will be interpreted by others, inside or outside TFA, being essential to act in a manner to avoid the slightest demonstration of conflict of interests.
- All real or potential conflicts must be immediately reported to the Strategic Group from the Office for analysis, including those circumstances where there are doubts about an actual or potential conflict.
- The conflict of interests is not limited to the rules of the profession, in accordance with the Code of Ethics and Discipline of the Brazilian Bar Association (OAB) and other acts and decisions of the Federal Council, but can arise out of contractual obligations acquired by TFA with its clients and due to business issues.
- The Employees must inform the Strategic Group of the Office about the filing of any legal action against clients or potential clients of TFA.

LABOR SAFETY

- The health, the physical integrity of Employees and the protection to the environment are priorities for TFA.
- It is expected that all will carefully observe the work environment, identifying possible risk situations. If any issues are identified, they must be immediately informed to the leadership so that the necessary measures are taken to ensure safety and good organizational climate.

VIOLATIONS OF THIS CODE

- Violations of this Code of Ethics and Conduct are serious offenses and will be dealt with impartiality, regardless of who the offender is. It is the responsibility of all Employees to communicate any conduct and suspected violation to the principles set out in this Code, no matter what is the identity or position of the suspect of the infraction.
- The communications of violation must be directed to the Human Resources Department or through e-mail directed to any participant of the Strategic Group.
- All information received will be treated with confidentiality and secrecy, ensuring an impartial investigation. Those responsible for the receipt of notifications of violations shall undertake to maintain confidentiality regarding the identity of those who reported and/or participated in the investigation of the reported violation.
- TFA repudiates any discrimination or retaliation against employees for having, in good faith, reported a suspected misconduct, even if it is established that the complaint, at the end of the research process, is considered unfounded.
- When the occurrence of any kind of discrimination or retaliation is identified, the Employee who adopts such behavior will be subject an internal procedure, which will result in the applicable disciplinary measures.
- Omission with regards to potential violations will also be considered an unethical conduct. Therefore, all Employees have a duty to immediately report any violation

of this Code, under penalty of being subject to internal procedure with the application of disciplinary measures.

- The proven violations will result in varied disciplinary actions, depending on the seriousness of the situation.

DISCIPLINARY MEASURES

- It is up to the leadership to inform, guide and prepare the team for the correct application of the policies and rules of the organization, being an example to be followed.

- The breach of standards and rules of the Office cannot be tolerated and are susceptible to punishment. Reoccurrences, including the violation of action plans outlined by auditing processes, after proper guidance, are also subject to disciplinary measures.

- The possible punishments:

- Verbal warning;
- Written warning;
- Suspension;
- Dismissal without due cause;
- Dismissal with due cause; or
- Exclusion of the society.

- Penalties must be applied as far as possible, soon after the offense committed, under penalty to characterize a tacit forgiveness. A longer period of time is admitted for the application of penalty when the faulty conduct requires the verification of facts and the appropriate responsibilities. The penalties must be fair, reasonable and proportional to the offense committed. Similar infractions must receive similar sanctions.

- The employee must request orientation from the immediate superior in cases where, due to the lack of infrastructure or adequate resources, fails to meet the standards. In its turn, the employee must conduct the case to an adequate level as to seek a permanent solution.