



bottini & tamasauskas  
advogados

**CODE OF ETHICS, CONDUCT  
AND *COMPLIANCE***

**BOTTINI &  
TAMASAUSKAS**

**ADVOGADOS**

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## SUMMAR

### Y

1. INTRODUCTION.....	3
2. DELIMITATION.....	4
3. INSTITUTIONAL RESPONSIBILITIES.....	4
3.1 Specific Duties .....	5
3.1.1 Mutual Collaboration.....	5
3.1.2 No Conflict of Interest.....	5
3.1.3 Confidentiality .....	6
3.1.4 Data Protection .....	7
3.1.5 Remote Work.....	7
4. INDICATIONS FOR SERVICES.....	7
5. ANTI-CORRUPTION AND ANTI-MONEY LAUNDERING MONEY.....	9
6. PROHIBITED CONDUCTS .....	9
6.2 Sponsorships and donations .....	11
7. EXTERNAL RELATIONSHIP .....	11
7.1 Customer Relationship .....	11
7.2 Relationship with the Public Administration .....	12
7.3 Hiring of public officials.....	14
7.4 Participation in bids .....	15
8. REPORTING CHANNEL.....	17
8.1. Disciplinary actions .....	18
9. CODE FOR IMPLEMENTATION.....	18



## 1. INTRODUCTION

BOTTINI & TAMASAUSKAS (hereinafter referred to as "Firm") is a Law Firm whose role and vocation is to provide the best legal solution for its clients. Its professionals are inhabited throughout the arc of Public, Criminal and Administrative Law in addition to providing consulting in the areas in which it operates. The Firm is recognized for the objectivity of methods and unconditional loyalty to the client. It seeks effective and definitive solutions to the demands it faces. Evaluates the most appropriate legal alternatives, safely. That is why it has a team of specialized and experienced lawyers in the public and private sectors.

The Firm is established in Brasília and São Paulo, serving all who demand its legal services, offering an adequate structure to provide complete service to customers, whether in person or virtual, with monitoring of their demands in all necessary instances, up to the Superior Court and the Federal Supreme Court. Secrecy and zeal of information guaranteed.

Thus, due to recent legislative changes, as well as the need to establish *standards* of conduct that reflect the ethical values of the firm and the practices of good corporate management, the Code of Ethics, Conduct and *Compliance* of Bottini & Tamasauskas Advogados was developed.



## **2. DELIMITATION**

This Code of Ethics and Compliance applies to capital partners, income partners, consultants, interns and, where applicable, to other employees of the Firm (hereinafter referred to as "Members"). Suppliers, service providers, action partners, correspondents and customers must agree to the standards provided for in the Code of Ethics, Conduct and Compliance for Third Parties.

Clients of the Firm will receive together with the Proposed Contract for the Provision of Professional Advocacy Services the electronic address of this Code for knowledge and consent.

## **3. INSTITUTIONAL RESPONSIBILITIES**

Members of the firm are subject to the fundamental ethical rules of law, objectively provided for in the Code of Ethics and Discipline of the Brazilian Bar Association (OAB) and the Statute of Law and the Brazilian Bar Association (Federal Law No. 8.906/1994).

Members of the firm, in the exercise of their functions, must respect the precepts of legality, ethics, morality, transparency, diversity and loyalty in relations with colleagues, clients and public authorities.



### 3.1 Specific Duties

Notwithstanding the legal precepts established for the regular practice of law, notably those provided for in the Code of Ethics and Discipline and Statute of the Brazilian Bar Association, all Members of the firm must comply with the following decisions:

#### 3.1.1 Mutual Collaboration

All Members, in the exercise of their professional activities, must always guide their performance in the general interest of the Office, which, of course, implies the overlap of individual interests to achieve the firm's objectives.

#### 3.1.2 No Conflicts of Interests

The new cases of the Office, regardless of their nature (litigation, administrative or advisory), institutional or potential, must be previously submitted to the appraisal of the capital partners.

The Members, before accepting a new cause, must wait for the consent of one of the capital partners, to make sure that there is no *conflict of interest* with other causes or entities sponsored by the Firm.



### 3.1.3 Confidentiality

All members must maintain and ensure the confidentiality of any information, documents, data or facts that they are aware of due to their professional practice in the Registry.

Under the "*Information Confidentiality Agreement*", all documents and information related to clients or the office are confidential and should not be disclosed by any means or shared with individuals outside the Firm, except for any material of public knowledge, or that is intended for regular disclosure.

In the same way, information on meetings held with clients or potential clients on the premises or not of the Firm, as well as all possible negotiations with members of the public sector, regardless of the subject matter, are confidential.

The confidentiality of information also implies the prohibition of Members from using privileged information in the trading of securities, to obtain an undue advantage for themselves or others.



### 3.1.4 Data Protection

In the role of "*Data Controller*" we comply with legislation 13.709/2018, with DPO "*Data Manager*" integrated with the rules of this document, responsible for acting as a communication channel between the controller, data subjects, third parties and the ANPD, among other obligations.

### 3.1.5 Remote Work

The members must replicate the premises and guidelines of this document in its remote work environment, as well as in transition, preserving the confidentiality of telephone conversations, *calls* and virtual meetings observing the locations and passers-by, using equipment that allows information security, such as headphones, screen protectors, security solutions and the standards established item 3.1.3.

## **4. INDICATIONS FOR SERVICES**

The members of the Firm will receive bonuses referring to the cases of the client indicated for the company:

- The remuneration will be temporary, and always subject to the effective payment by the company of fees by the indicated client, and must be limited:
  - to the percentage of up to 25% on the monthly billing of the indicated customer, net of taxes, and



- to a maximum period of one year, counted from the first receipt of the contracted fees made by the indicated client;
  - said amount applies only to the first fee agreement with the indicated client;
  - if the service contract establishes fees as success, the managing partners may decide to pay a percentage of the net amount received by the office to the lawyer who has acted prominently in the case.
- (i) The percentage of indication must be included in the fees to be contracted with the indicated client, without prejudice to the remuneration of the company for said works;
- (ii) The referral compensation and its criteria must be presented to the indicator before contracting with the indicated client.

The indication of clients by members of the firm will be guided and encouraged by the following parameters and principles:

The remuneration beneficiary indicator may not be part of the legal department of the company to which the services will be provided, nor may it have any ethical or legal impediment to the receipt of remuneration.

- Trainees: the same rules as above apply;

Any exceptions to the above criteria must be approved by the equity partners.





## 5. ANTI-CORRUPTION AND ANTI-MONEY LAUNDERING

In the professional performance, all Third Parties must comply with the rules to combat anti-corruption practices, notably those provided for in the Brazilian Penal Code and Anti-Corruption Law (Law No. 12.846/2013).

In addition, foreign legislation on the subject must be respected, such as the *Foreign Corrupt Practices Act (FCPA)* of the United States of America and the *United Kingdom Bribery Act (UKBA)* of the United Kingdom.

## 6. PROHIBITED CONDUCTS

Without prejudice to other provisions, the following are expressly prohibited:

- I. *Promise, offer, or give*, directly or indirectly, undue advantage to a public agent or interposed person, to obtain any type of undue benefit for themselves or customers;
- II. *Facilitation payment*: It is forbidden to offer any advantage to public agents, to accelerate or favor the performance of official acts, such as: obtaining authorizations, permissions, or other administrative measures,



- III. *Payment intermediation:* The intermediation of delivery of amounts or undue advantages, even at the request of customers, to any public agents or persons related to them, for any reason, is not allowed.
- IV. *Fraud or Violations:* We do not tolerate in our practice any form of deviation, fraud, simulation, corruption and similarities, nor violations of this Code.
- V. *Harassment of any nature:* We do not agree, nor do we pacify and do not tolerate harassment of any nature or abuse of power. In our Firm there is nothing that justifies this type of behavior nor anyone with the license to exercise it. It is forbidden to take advantage of the characteristics or weaknesses of others, whether or not using de facto authority or hierarchy, whether to obtain any favoritism, sexual or not, or simply to humiliate, embarrass or systematically disrespect or even harm the colleague.
- VI. *Racism and Prejudice:* Any manifestations of prejudice and discrimination based on race, sex, color, origin, sexual orientation, gender identity, social condition, age, size, disability and religion will not be tolerated, even if allegedly materialized by jokes.

## **6.2 Sponsorships and Donations**

It is incumbent upon the Managing Partners to analyze in advance any grants and sponsorship concessions. Therefore, and all donations made by the Firm to the charity, social actions or philanthropic projects must obtain prior authorization from them.

It requires the authorization of the Managing Partners to grant sponsorships, for any purposes. To ensure that any donations and sponsorships do not facilitate money laundering or any other type of illicit activity, the Compliance area must conduct a proper audit regarding the reputation of the donated or sponsored entity, identity of the participants, nature of the developed activities, as well as possible links with public agencies and employees.

No Firm Member may make or commit to sponsorships and/or donations in exchange for particular benefits or benefits to the Firm.

## **7. EXTERNAL RELATIONSHIP**

### **7.1 Relationship with Customers**

The Firm is premised on excellence in the provision of legal services to its clients. In this sense, in addition to the principles already exposed, the associates and interns undertake not to consent or practice any acts that may violate Brazilian or foreign laws, notably those related to anti-corruption and money laundering practices.

Thus, in professional contact with the Firm's clients, the conduct of **all** Third Parties must comply with the following precepts, without prejudice to other legally imposed:

- I. Prohibition of *receiving* gifts and other benefits (which includes travel, entertainment, dinners, etc.) from customers in amounts that exceed the limit of R\$500.00 (five-hundred reais). Items above this value must be immediately communicated to the Members.
- II. Exceptional cases shall be decided by the capital partners of the Firm.

Payments of fees for the execution of legal services must be made in favor of BOTTINI E TAMASAUSKAS SOCIEDADE DE ADVOGADOS, CNPJ/MF n° 10.926.735/0001-02, through bank slip and electronic transfer – TED, payment in cash is not allowed.

Finally, payments must be identified on behalf of the customer, if it is made by another person a justification will be requested.

## 7.2 Relationship with the Public Administration

In dealing with agents of the general public sector, Third Parties must bear in mind that these employees have their own conduct standards, such as: **(i)** the Statute of the Public Official – Law No. 8.112/90; **(ii)** Administrative Misconduct Law – Law No. 8.429/92;



8.429/92; **(iii)** Code of Professional Ethics of the Civilian Public Servant of the Federal Executive Branch – Decree No. 1.117/94; **(iv)** Code of Conduct of the Federal High Administration – Explanatory Memorandum No. 37/2000 and **(v)** Regulation for Hearings with Public Agents – Decree No. 4.334/2002. In addition to the specific rules for each entity of the Public Administration.

Thus, in professional contact with public agents, conduct must comply with the following precepts, without prejudice to other legally imposed:

- I. Prohibition of *offering* or *delivering* gifts and other benefits (which includes travel, entertainment, dinners, etc.) to public agents to influence their decisions;
- II. *Gifts*: They are allowed as long as they are of low value (up to the limit of R\$100.00), and must be destined for wide distribution, especially to promote the name of the Firm. The ceiling of R\$100.00 also applies to guests for entertainment activities;
- III. *Meals*: It is not prohibited to invite public agents to work meals, provided that they have a low cost and are consistent with the hierarchical level of the public agent.
- IV. *Payment of expenses*: This practice should be avoided, however, in exceptional situations, for example: Invitation to participate in institutional events, it is acceptable to



payment, provided that without exaggeration and respecting the hierarchical level of the public official,

- V. Exceptional cases shall be decided by the capital partners of the Firm.

### **7.3 Hiring of former public officials**

The hiring of public employees (even retired, retired or exonerated) to provide consulting services, issuing opinions, lectures, courses, training, among others, must be accurate with the applicable legislation, as well as be previously analyzed by the Managing Partners.

If any type of conflict of interest or legal impediment is identified, hiring will not be authorized.

In addition, the following must be observed rules on hiring:

- I. The selection of the civil servant should be based on the professional's expertise and experience;
- II. Contracts with civil servants will be formalized in writing, with a well-defined scope;
- III. The Firm may not hire a public official to encourage him to make a certain decision or fail to perform an official act inherent to the position of



that it occupies that may favor the Office, or some patient, even indirectly.

#### **7.4 Participation in bids**

The bidding process is the instrument used by public agencies to contract services or purchase products from private companies and is intended to ensure compliance with the constitutional principle of isonomy, the selection of the most advantageous proposal for administration, according to the rules of Laws No. 8.666/1993 and 14.133/2021.

In exceptional situations, contracts with public agencies may be made through exemption from bidding under the terms of the Law.

All contracts with the public administration, regardless of the type of contract and specific bidding procedure, must be previously analyzed by the Managing Partners, who are responsible for advising the business areas regarding legal compliance, from the bidding phase, when applicable, until the conclusion of the public contract.

The bidding is competitive in nature and, therefore, it is expressly forbidden for any of the Members of the Firm to make direct or indirect contacts, in any form, with competitors participating in a bidding process in which the Firm may be involved, to decrease, defraud, frustrating or ending competition between competitors.

Thus, the following conducts are expressly prohibited in bidding processes:

- I. Frustrate or defraud, through adjustment, combination or any other expedient, the competitive character of public bidding procedure;
- II. Put away or look to put away the bidder through fraud or offering advantage of any kind;
- III. Obtain an undue advantage or benefit, fraudulently, from modifications or extensions of contracts entered into with the public administration, without authorization by law, in the public bidding notice or the respective contractual instruments;
- IV. Manipulate or defraud the economic-financial balance of contracts with the public administration;

In addition, the Members of the Firm involved in contracting with the public sector must immediately communicate to the Managing Partners if they are related up to the third degree or close relationship of friendship with any members of bidding missions, as well as maintain absolute secrecy regarding documents, procedures, deadlines, technical information, meetings, or any other issues directly or indirectly related to the competitive process.



## 8. REPORTING CHANNEL

The Firm provides a Reporting Channel so that its Members and Third Parties can report any violation or suspected violation of the principles defined by this Code, laws, and policies, regardless of the identity or position of the person indicated as a suspect/perpetrator of the infraction.

Complaints should be sent to the [emaildenuncia@btadvogados.com.br](mailto:emaildenuncia@btadvogados.com.br). The Compliance area is responsible for coordinating the topic, analyzing the complaints and carrying out investigations, reporting the result to an internal committee of senior management. If necessary, an *ad hoc* committee may be created for the analysis and investigation of complaints.

The omission in the face of possible violations will also be considered unethical conduct, insofar as it compromises the integrity and loyalty of the Member's and/or Third Party's relations with the Firm and will imply the same sanctions applicable to other violations.

The Firm undertakes to ascertain everything that is reported to it and to maintain secrecy about the identity of those who relate and/or participate in the investigation of the reported violation and never seek the identity of those who used anonymity.

In addition, the Firm repudiates any discrimination or retaliation against employees or third parties who have, in good faith, reported transgressions, infractions, offenses, even if suspected.

## 8.1. Disciplinary Actions

After analyzing the complaint reported by Members, if the effective unethical conduct, fraud or act of corruption is found, the appropriate disciplinary measures (warning, suspension or dismissal) will be applied and the Firm will communicate to the competent repression bodies, if applicable.

In the case of Third Parties, the proven violation of the Code of Ethics, Conduct and Compliance for Third Parties, and/or Brazilian legislation, may result in suspension or cancellation of the contract maintained with the Firm, termination of partnerships.

It will be at the discretion of the Firm, through the Managing Partners, to initiate or not civil and/or criminal charges against those involved in the commission of unlawful acts.

## 9. CODE FOR IMPLEMENTATION

The guidelines of this Code of Ethics will be widely disclosed to all members of the Office.

The Doubts and Guidance Channel ([comunicacao@btadvogados.com.br](mailto:comunicacao@btadvogados.com.br)), managed and under the responsibility of the Compliance Committee and its members, is the appropriate channel for sending queries about the application of the Code of Ethics and about other documents or questions related to the Office Integrity Program - doubts which, if the situation so requires, may be resolved, by the Committee, directly



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with the partners. More details about this Channel are available in the Firm's Communication and Training Policy.

**Date:**

**Aware of:** \_\_\_\_\_



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