



bottini & tamasauskas
advogados

**CODE OF ETHICS, CONDUCT,
AND *COMPLIANCE*
FOR THIRD PARTIES –
BOTTINI & TAMASAUSKAS
ADVOGADOS**

2023



SUMMAR

Y

1. INTRODUCTION	3
2. DELIMITATION.....	4
3. THIRD PARTY DUTIES.....	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
4. ANTI-CORRUPTION AND ANTI-MONEY LAUNDERING LEGISLATION.....	7
5. PROHIBITED CONDUCTS.....	7
6. THIRD-PARTY RELATIONSHIP WITH FIRM CLIENTS.....	9
7. THIRD-PARTY RELATIONSHIP WITH THE PUBLIC ADMINISTRATION.....	10
8. REPORTING CHANNEL	11
8.1. Disciplinary actions	12
9. CODE FOR IMPLEMENTATION	13



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 its 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 and rationally. That is why it has a team of specialized and experienced lawyers in the public and private sectors.

The Office 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.

In this context, establishing partnerships with dryness and trust is fundamental for the development of the activity of the



Firm, it is imperative that all "Third Parties" (defined in this Code as suppliers, service providers, operating partners, correspondents, and clients of the Firm) are aligned with the principles of ethics and transparency.

2. DELIMITATION

This Code of Ethics, Conduct, and Compliance for Third Parties establishes guidelines for the situations envisaged in the Firm's relationship with its Third Parties, records the Firm's main commitments with matters related to ethics and compliance with laws; guides how Third Parties are part of the guarantee of compliance with these commitments; and highlights unacceptable situations, which are subject to review of contracts and even termination.

The previously defined Third Parties will receive before the start of the joint action, or for the Firm, an updated version of this Code for knowledge and consent.

3. DUTIES OF THIRD PARTIES

Notwithstanding the legal provisions established by Law, all Third Parties that have a relationship with the Firm must:

- Have ethical behavior, a reputable reputation, and a transparent posture;
- Act under the practices aligned in this Code;



- Comply with all laws and regulations that impact your business;
- Treat everyone fairly, with dignity and respect;
- Ensure the relationship and reputation of the parties;
- Report any violation or suspicion of violation of ethical standards, either by its professionals or by members of the Firm.

3.1 Specific Duties

In addition to the general duties previously provided, all Third Parties must comply with:

3.1.1 Mutual Collaboration

All Third Parties, in the exercise of their professional activities, must always guide their performance in favor of achieving the objectives of the Firm, which, of course, implies the overlap of individual interests.

3.1.2 No Conflicts of Interest

There is a "conflict of interest" when directly or indirectly, the Third Party uses its influence or commits acts



to achieve particular interests contrary to the interests of the Registry and/or that may cause damage or harm

For Third Parties that provide advocacy services, regardless of their nature (litigation, administrative or advisory), institutional or potential client, before accepting the performance, they must certify the absence of a *conflict of interest* with other causes or clients they sponsor.

3.1.3 Confidentiality

All Third Parties must maintain and ensure the confidentiality of any information, documents, data, or facts that they know of due to the professional practice of the Firm.

Under the terms of the “*Information Confidentiality Agreement*”, all documents and information related to clients, or the Firm are confidential and must not be disclosed by any means or shared with individuals without any relationship with the Firm.

In the same way, information on meetings held with clients or potential clients on the premises or not of the Office, 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 Third Parties from using privileged information in the



trading in securities to gain an undue advantage for themselves or others.

4. ANTI-CORRUPTION AND ANTI-MONEY LAUNDRY LEGIS LATION

In 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.

5. 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 the like, 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 Office, there is nothing that justifies this type of behavior nor does anyone with a license to exercise it.

It is absolutely 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. RELATIONSHIP OF THIRD PARTIES WITH CUSTOMERS OF THE FIRM

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 Third Parties 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 Office'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 exceeding the limit of R\$500.00 (five hundred reais). Items above this amount must be immediately communicated to the Managing Members of the Firm.
- II. Exceptional cases shall be decided by the capital partners of the Firm.



7. THIRD PARTIES RELATIONSHIP WITH 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; **(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, the 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 Registry. 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: An invitation to participate in institutional events, payment is acceptable, provided that without exaggeration and respecting the hierarchical level of the public agent.
- V. Exceptional cases shall be decided by the capital partners of the Firm.

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 email denuncia@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, or offenses, even if suspected.

8.1. Disciplinary Actions

After analyzing the reported complaint, if proven disrespect to the Code of Ethics, Conduct and Compliance for Third Parties, and/or Brazilian legislation, it may result in suspension or cancellation of the contract maintained with the Firm and the extinction of future partners.

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 Third Parties related to the Firm.

The Doubts and Guidelines Channel (comunicacao@btadvogados.com.br), managed and under the responsibility of the Compliance Committee and its members, is the appropriate channel for sending doubts about the application of the Code of Ethics and other documents or issues related to the Firm's Integrity Program – doubts which, if the situation requires, can be resolved by the Committee directly with the partners. Regarding said Channel, further details are set out in the Firm Communication and Training Policy.

Date:

Aware of: _____