

## CODE OF ETHICS AND CONDUCT

### BARBOSA RAIMUNDO GONTIJO E CÂMARA ADVOGADOS

#### I. INTRODUCTION

All partners, associates and interns of Barbosa Raimundo Gontijo e Câmara Advogados (“BRGC” or “Firm”) are subjected to the rules and guidelines pertaining to the profession and to the Code of Ethics and Discipline of the Brazilian Bar Association - *Ordem dos Advogados do Brasil* (“OAB”), as per the terms of Federal Law nº 8906/1994 and further acts and decisions of OAB’s Federal and Sectional Councils, including Edict nº 02/2015, that sanctioned OAB’s Code of Ethics and Discipline.

For that reason, BRGC’s staff is under the unassailable and indisputable commitment to the honor and dignity inherent to the profession, always acting with technical independence, decorum, loyalty and good faith. BRGC’s commitment to ethics and integrity in the rendering of its legal services has led us to elaborate our own code of ethics and conduct under which, in addition to OAB’s Code of Ethics and Discipline, aims to rule over the relations of our staff of attorneys, interns and employees/collaborators, not just among each other, but also when it comes to dealing with clients, public authorities, suppliers, competitors and society as a whole.

This BRGC’s Code of Ethics and Conduct declares its submission to the best principles ethical values and of corporate morality, observing all applicable norms, including that which regards the practice of harmful acts against public administration, domestic or foreign, introduced into Brazilian legislature by Law nº 12846/2013 (the “Anti-corruption Law”) and regulated by Decree nº 8420/2015.

Compliance with this Code of Ethics and Conduct is a personal and exclusive responsibility of each one of the members of this Firm.

The Firm encourages all and any proactive action, whether it be in the pinpointing of improvement possibilities or in the communication of any violations. The goal of this Code of Ethics and Conduct is to engage all of the Firm’s members in the activities of corporate lawyering and in the permanent commitment to professional ethics and social responsibility.

## **II. POLICIES**

### **II.1 Transparent Management**

The Firm's interests must be above personal interests. All of the Firm's members must collaborate on the rendering of precise information, in order facilitate the verification of facts and the adoption of accurate and transparent decisions. Communications must feature a proper, professional and irreproachable language, either in writing or in speaking.

BRGC maintains: (a) proper internal oversight; (b) accounting ledgers and records that register and report adequately, correctly, accurately and exactly all of its transactions; and (c) complies perfectly with the applicable laws of such activities.

### **II.2 Commitment to Fight Against Corruption**

BRGC shall not tolerate corruption, no matter the reason or manner, or even jurisdiction. All of the Firm's members are hereby forbidden from offering any undue advantages, to whomever it may be, specially to public employees and servants, *ex-litigants* in any lawsuits and/or assisting attorneys, companies' representatives and/or officers, directly or by means of a middle-man, that might be construed as a legal violation, even if this is all done in the belief that the member is acting with best interests of the Firm, its clients and/or collaborators in mind.

Attorneys, interns and employees/collaborators shall comply with Brazil's anti-corruption rules and regulations, including, but not limited to, the Anti-Corruption Law and its rulings, as well as any remaining norms and regulations regarding the prevention and oversight of corruption, bribery and money laundering.

### **II.3 Third-Party Hires**

Third-party hires for the rendering of services to the Firm must be done carefully, always caring for the Firm's reputation and image. Third-party hires should always be informed about the Firm's principles, this Code of Ethics and Conduct and discarding those that are compatible with them.

When hiring third-parties, as well as in any other contracts, a specific clause must be included to demand compliance with the principles of ethics and conduct by third-parties, with an express mention to the forbiddance of corruption acts, as well as any harmful act against the public administration, in accordance with the Anti-Corruption Law.

Partners, attorneys, interns, employees/collaborators of the Firm agree to not make, authorize, promise, nor offer to make, direct or indirectly, any payments or transfers of monies, gifts, promises or anything of value or undue advantage to political parties, candidates for office, public agents or anyone in relation to these persons.

#### II.4 Work Environment

No offensive behavior among the Firm's members is tolerated, nor any discrimination because of gender, ethnicity, color, national origin, creed or sexual orientation. BRGC values the diversity and plurality of conducts and ideas, as long as they respect the parameters set above.

#### II.5 Protection of Confidential Information

Confidential information, to what pertains to this Code of Ethics and Conduct, is all of that is not subjected to public release, having been generated by BRGC or obtained by our clients and third-parties in strict confidentiality.

All confidential information must be protected, with the assumption that all communications between attorneys and clients are treated as confidential. All members of BRGC must agree to uphold the confidentiality, even after their professional relationship with the Firm is over.

The file with the confidential information must be kept in a place of full electronic security. The transfer of any files to third parties containing confidential information using electronic mail must be preceded by the client's authorization.

Professional secrecy breaks only in the face of exceptional circumstances that constitute just cause, such as cases wherein there is a great threat to one's rights, life and honor or that involves self-defense.

#### II.6 Acceptance of Monies

All and any monies accepted by any member of the Firm's staff must be forwarded to the financial department, so that a receipt shall be issued and, as it pertains to lawyer's fees, for invoicing.

When it comes to court costs, accounts must be rendered in a detailed fashion, immediately after its expenditure. It must also be noted that any incompatible expenses shall be the responsibility of the one who generated it.

## II.7 Fees

Proposed fees must necessarily be corroborated by one of the Firm's partners, preferably the one whose expertise has any bearing on the job undertaken.

This is a mandatory tenet, obeying the aforementioned criteria of transparency in what regards to monies accepted. The proposed fee must follow the general pricing standards, observing the complexity of the subject, the hourly rate fees table, the value of the matter in controversy, the economic benefit sought in case of success and the operational cost for the Firm. Contracts must preferably be standardized. Any alternative for a different manner of receiving fees must be submitted to the partners.

## II.8 Attorneys and Public Officer

Attorneys, partners or associates, that also hold public office are hereby forbidden from acting on lawsuits wherein the *ex-litigant* is the public department to which said attorney is allotted. It is said attorney's responsibility to declare his impediment, when that is the case. In this case, the partner and/or associate shall take no part in the fees generated by these lawsuits.

## II.9 Communication of Relationship or Kinship

Partners, attorneys, interns and employees/collaborators must inform the Firm about the existence of any family relationship among their spouses, companions or direct or collateral kin, by blood or affinity, up to the third degree, and any political party, political party's employee or candidate for office that might have or is expected to have reasonable influence over the object or performance of their duties described in the contract or any other public servant that holds office in the Legislative, Executive, Judiciary Branch or that works for or in behalf of a public agency, public company or international public organization, agreeing to immediately notify the Firm about any relationships that might arise during the effect of the contract, in which case they shall immediately take all necessary and/or demanded measures to ascertain that said relationship does not create any conflict of interests or any violation to the precepts contained in the Anti-Corruption Law.

### **III. FORBIDDEN CONDUCTS**

#### **III.1 Donation of Gifts and Presents**

Partners, attorneys, interns and employees/collaborators of the Firm are strictly and vehemently forbidden to offer or receive gifts, presents, hospitalities, monies or benefits of any kind to (from) clients, public or private ones, current or potential suppliers, and public agents in general, defined as anyone in charge or exercising functions in agencies or entities of the Public Administration, either domestic or overseas, direct or indirectly, in all levels. Any donation of gifts or presents shall be institutional, always low in value and that are coherent with the receiver's policies.

#### **III.2 Undue Advantages and Behavior with Clients**

Partners, attorneys, interns and employees/collaborator are vehemently forbidden to take any undue advantage of the Firm's institutional relationship with its clients or behave as if abusing power, to be verbally aggressive, to make false statements or condone unfair commercial practices. Staff members shall not use BRGC's name for their own or anyone's benefit when dealing with the Firm's clients, private or members of the Public Administration, domestic or foreign, direct or indirectly, in all levels of the Federation.

### **IV. MISCELLANEOUS**

IV.1 All attorneys, interns and employees, in the moment they are hired, are to receive a copy of this Code of Ethics and Conduct and sign their acknowledgment of its contents.

IV.2 This Code of Ethics and Conduct goes in effect on the date it is released to BRGC's attorneys, interns, employees/collaborators.

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