

CODE OF ETHICS



mannrich
vasconcelos

Message from our Founding Partners

Preamble

Purposes and Values

Our Principles

Our recommendations as ethical conducts

- I. Our Social Responsibility
- II. Our Commitment to Clients
- III. Our Relationship with Other Stakeholders
 1. Relationship with vendors
 2. Relationship with public authorities
 3. Relationship with the Entities of Justice
 4. Relationship with Media and Internet
 5. Full Integrity in Our Services
- IV. Respect and Commitment, Together
 1. Cordial, Light Atmosphere
 2. Equity
 3. No Harassment of Whatever Nature
 4. No Prejudice, No Racism
 5. Best Use of the Firm's Resources
- V. Our Conduct in Conflicts of Interest
 1. Gifts and Hospitality
 2. Retaining of Related Parties
 3. Donations, Endowments and Sponsorships
 4. Party-based Activities and Politically Exposed People
 5. Parallel Professional Activities
- VI. Our Commitment with Security of Information
- VII. Ethics Committee
- VIII. Report Hot-Line
- IX. Disciplinary Measures
- X. Clarifications and Rendering of Accounts

MESSAGE FROM OUR FOUNDING PARTNERS

The Firm does not carry just our names, it carries all of us: our ideals, our expectations and hopes. Together, we are Mannrich e Vasconcelos Attorneys-At-Law. We have now been living under flags of equality, equity, integrity, there is an increasing demand for fight to all manner of prejudice and iniquity; in short, the world is calling for a society based on ethical conducts. We are witnessing a turn toward best social and professional practices and conducts; each and every one of us is a key element of such change.

In such regard, our Firm's ethical conducts are particularly relevant. After all, we are attorneys and, as such, we deal with Justice. Through us, our Clients will secure their rights, what is just and fair to each one, in the right measure and size. If it is true that Justice and Ethics walk hand in hand, it is all the more reason for us to seek Justice through ethical conducts.

Apart from our undying belief in Ethics as the model to be pursued in our practice, this Code of Ethics is also for our Clients and Vendors, who also seek ethics in their corporate conducts. Our commitment to and synergy with our Clients' values keep our ethical conducts aligned.

And last, but not least, our Country is in need of Ethics. If each of us do her and his bit, we will certainly have a better society.

Let us do our bit!

This Code applies to members of the firm, vendors, clients and everyone who has a relationship with us. Let each one of us set the example and practice it every day, in and out of the Office.

Enjoy our reading and, above all, enjoy practicing it.

Celso Goulart Mannrich
Breno Vasconcelos

PREAMBLE

This Code is grounded on Mannrich e Vasconcelos Advogados' Mission, Vision, Values and Principles, apart from the principles of legal practice, specific professional rules and legal provisions of the Code of Ethics of the Brazilian Bar Association (Ordem dos Advogados do Brasil -OAB), Federal Law 8,906/1994 (EOAB) and any other provisions passed by the Federal Board and Chapters of the Brazilian Bar Association.

Any breach or violation to the Code may be reported by anyone to the person in charge, in accordance with the rules established below.

PURPOSE AND VALUES



purpose

To be our Clients' best legal partners and reference for the most challenging cases.

values

To respond to our Clients' needs in an effective and tailor-made fashion, in line with strictly technical, safe and innovative solutions;

To add value to our Clients' activities and develop partnerships in a close, transparent and collaborative manner;

To be pro-active in defending and protecting our Clients' interests, in an ethical and responsible manner at all times;

To keep the highest professional standards in line with management with the Firm's human capital, with due appreciation to talent and effort in a team-oriented work environment;

To practice Law as a tool for sustainable economic development.

OUR PRINCIPLES

Our values are anchored on the following principles:

transparence

For us, transparence is a way of approaching life and, therefore, of doing business. There is no room for obscurity in any aspect of our professional activity.

equity

We believe in Humans without prejudice of gender, color, race, social background, language, ideology, religion, country of origin, among other labels that we believe inapplicable.

pro-activity

Our goal is to surprise our Clients with pro-active actions, going beyond what is expected of us, to deliver services of the highest quality.

innovation

We work to be original and innovative. Innovation is a state of mind.

justice

Justice is our ultimate principle, our undying belief, the beginning, means and purpose of it all.

integrity

We do not condone any form or manner of misappropriation, fraud, forgery, simulation, corruption or similar conduct; our practice is all settled towards forging an environment of integrity and strong sense of ethics.

commitment

We are committed to our employees, legal partners, interns and clients. An individual problem is everyone's problem and so we do our very best to solve it.

responsible rendering of accounts

We deal basically with our Clients' interest and funds and must render accounts thereto in a responsible manner. In other words, we must use such funds and protect such interest as they were entrusted to us.

OUR RECOMMENDATIONS AS ETHICAL CONDUCTS

I. Our Social Responsibility

We work to improve society by providing legal support and social responsibility actions in education and legal aid.

II. Our Commitments to Clients

What our Clients may expect from our professionals:

The best legal services available in the professional market

Responsible and transparent rendering of accounts

Concern for technical knowledge and academic commitment, always in line with current trends and legal theories

Readiness, prompt services and timely responses

Truthful information

Complete and easily accessible information, adjusted to the business

Best legal advice to the issue at hand

Confidentiality and secrecy of information, be it documented or non-documented

A Client will always have our most special attention, particularly with respect to compliance with the rules contained on this **Code**.

III. Our Relationships with Other Stakeholders

1. Relationship with Vendors

Our Vendors are our partners, crucial to our activities and must be respected and honored; our relationships must be responsible and transparent, such that they will develop into long-lasting business partnerships.

We will select Vendors who accept this Code and any practice prevented hereunder shall be prohibited including but not limited to **conflicts of interest in detriment of the Parties, kick-back, corruption and human-rights violation of whatever nature**. We do not purchase from Vendors who fail to abide by the legislation in force of by this **Code**.

2. Relationship with public authorities

Public authorities and their agents are dealt with in an objective fashion, without any promised or actual favor or advantage. **You are prevented from giving or promising gifts to public agents** or to fund hospitalities such as luncheons, dinners, accommodations, tickets, trips in general, any expense without due legal consideration regularly provided for on the part of the public agent. We do not make donations, nor do we sponsor any activities related to government departments or agencies that might characterize conflict of interest.

IN PRACTICE

An Officer of the Court is holding a warrant for service of summons in an urgent case of the utmost interest for the Client, and requests that you pay him a “rush fee”. How should you proceed?

You should never offer, give or promise money or anything of value to public servants or political agents. So, you should tell such Officer of the Court that, because you have the duty to keep an ethical conduct, you cannot give him anything of value.

3. Relationship with the Entities of Justice

Members of the Firm will have a cordial and respectful relationship with all agents, members and entities of Justice. The provisions of item III.2 above apply to the Entities of Justice and the agents thereof.

IN PRACTICE

You are attending a Congress, dining at a table with a Judge who presides over a case represented by the Firm. When it is time to pay, a guest suggests that everyone splits the bill, except the Judge. What to do in such a case?

There is clearly a conflict of interest here. You should respectfully decline to foot the bill and make it clear that you cannot accept the suggestion due to professional reasons.

4. Relationship with Media and Internet

We respect privacy of our Firm's staff and members and hope their social media and Internet actions are limited to their private life, giving due regard to the **duty of confidentiality** that we cherish as much as our reputation. Any publication, interview or interaction with media referring to professional matters and, in particular, with our clients', must be in line with the Directive Board. As to personal matters, we expect that you exercise reasonable restraint in your postings and we will not condone any expression of racism, prejudice or support to illegality.

IN PRACTICE

A few lawyers of the Firm working a case go out for dinner. During the meal they discuss strategies and exchange information. Is that compliant with confidentiality?

No. Clients' cases and information should not be discussed at places where third parties may get to know them. That include elevators, restaurants, entry halls and meetings at home, classrooms, among other locations.

5. Full Integrity in Our Services

We do not condone any form of misappropriation, fraud, forgery, simulation, corruption or similar conduct, or any violation to this **Code**.

IN PRACTICE

A lawyer lost a taxi receipt for a trip in the interest of a Client. He then decides to take a blank receipt and fill it out with the exact date, vehicle info and amount as the original receipt. Is that admissible?

No. Such practice would characterize simulation and would not be admissible, notwithstanding the fact that there was no apparent gain for the lawyer.

IV. Respect and Commitment, Together

1. A Cordial, Light Atmosphere

Members of the Firm will keep a cordial, respectful and polite relationship.

2. Equity

We believe in people with opinion and responsibility; therefore, all members of the Firm are free to express their opinion about any internal matter brought to her or his attention, although no one is entitled to speak on behalf of the Firm. Moreover, everyone will be treated without privileges or prejudice.

3. No harassment, of Whatever Nature

We do not condone any form or manner of harassment or abuse of power. It is absolutely prohibited to take advantage of anyone's vulnerability, whether or not resorting to one's authority or position of command, be it to secure any kind of favor – of a sexual nature or otherwise – be it simply to humiliate, embarrass or systematically disrespect, or, further, to harm a co-worker in any way.

IN PRACTICE

You side with a given political cause. In the course of a work day, you get to know facts about such cause and make remarks out loud, with harsh criticisms to colleagues of different thinking. Is such action in line with the behavior that would be expected from a member of the Firm?

No. We do not admit remarks that may be detrimental or offensive to anyone who may have different ideas.

Nor do we tolerate:

- a) sharing or displaying of pornographic or inappropriate material using the Firm's resources or tools at the work environment;
- b) sexual advances taking advantage of a hierarchical position;
- c) harassing anyone with sexual advances.

4. No prejudice and no Racism

We will not condone any form of prejudice or racism, however spoken in jest.

5. Best use of the Firm's Resources

The Firm's resources are to be used economically and solely to address our matters. Use of corporate devices – such as computers, telephones, laptops, printers and similar items – is limited to professional matters to the interest of the Firm.

Firm members leaving the office premises are prevented from taking data, electronic files, documents and information related to Clients or to the Firm itself obtained in the course of their professional activities.

IN PRACTICE

You decide to finish work at home and send corporate files to your personal email, without the Firm's permission. Is such conduct acceptable?

No. Without the Firm's permission and without express scope limitation and appropriate file deletion upon completion of the work, no saving, forwarding, copying or reproduction of any Firm file is permitted out of the office premises.

V. Our Conduct in Conflict of Interest

Whenever a decision is made or a relationship is built with a view at attaining one's personal or a third party's interest rather than its core purpose, as intended by the parties in good faith, a conflict of interest will be characterized.

Situations entailing conflicts of interest shall be reported to the Directive Board, who will resolve for discontinuance of the action if there is any risk for the Firm, for our Clients or Vendors. If a conflicting situation involves a member of the Directive Board, the conflicted member will abstain from deliberating on the matter.

1. Gifts and Hospitalities

Except as otherwise expressly authorized by the Directive Board on a case by case basis and with due regard to the purposes intended for our services, you are prevented from giving or accepting gifts, and from funding expenses of our Clients and partners. Luncheons and dinners are permitted at reasonable prices and periodicity, except to public or political agents, to whom they are prohibited.

IN PRACTICE

You have invited a Client for lunch and offers to foot the bill. Although you did not mention the matter to the Firm's Directive Board, you decide to go ahead and pay. It is a Client, after all. Is such conduct acceptable?

No. Paying for lunches, giving or accepting gifts are, as a rule, prohibited. Any exception will depend on prior and express consent by the Directive Board.

2. Retaining of Related Parties

Hiring of parents, siblings, spouses, children, uncles or aunts, cousins and close friends **must be reported to the Directive Board**, and will be disallowed whenever not conducted as an arm's length transaction.

3. Donations, Endowments and Sponsorships

The Firm shall not, either directly or indirectly, sponsor initiatives, or make donations or endowments to Clients or partners, whether of a commercial nature or otherwise, particularly in those cases where the intended recipient is, either directly or indirectly, in charge of the making the liaison with the Firm. Sponsoring of and endowments to legal or market-oriented events, which lead to the development of the legal environment, will be resolved by the Directive Board, keeping conflict of interest at bay at all times.

4. Party-based Activities and Politically Exposed People

Should a member of the Firm choose to register as member of a political party, he or she must submit the matter to the Directive Board for deliberation.

It is our opinion that party-based activities are incompatible with our activities. A politically exposed person, meaning that who has a relative holding a political or public office, will report such circumstance to the Directive Board, and will be prevented from rendering services or having any influence on services rendered to the relevant government agencies or companies.

IN PRACTICE

You are a member of the Firm and your cousin is invited to work at a public department of a city in which the Firm does not render services. So, you decide not to inform the fact to the Directive Board, you believe there is no point given that the Firm has no business in that city's area of influence. Is such conduct appropriate?

No. Although there may apparently be no relation between you and your relative's government job, the Board must be immediately informed.

5. Parallel Professional Activities

Professional activities alien to the Firm are deemed parallel and must be reported to the Directive Board.

Work matters disclosed during classes, lectures, seminars and other academic activities must give due consideration to secrecy and confidentiality of our Clients' affairs.

VI. Our Commitment with Security of Information

Firm's data trafficked online and off-line are protected from breach and involuntary dissemination pursuant to our Information Security Policy, with due regard to personal data protection legislation.

VII. Ethics Committee

The Ethics Committee is the highest authority in charge of conducting investigations and recommending actions pertaining to possible violations to this **Code**.

The Ethics Committee will be comprised by at least three individual members of the Firm, whose identities will be kept secret, plurality of members assured, appointed by the Directive Board. Non-members of the Firm may be invited to become members of the Committee or to render ad hoc opinions on specific cases, provided that all cases must be resolved on a non-personal basis.

The Ethics Committee is in charge of making recommendations to the Directive Board regarding disciplinary actions for any violation to this **Code**.

VIII. Report Hot-Line

Any violation to this Code must be reported to your leader, to the Directive Board, or, further, anonymously reported through our Report Hot-Line. All of our Clients and partners are qualified to make a report.

Among other information, a report must include:

- (i) a brief account of the events;
- (ii) if possible, the Code provision you believe was breached;
- (iii) name of those involved, whether or not they are members of Mannrich e Vasconcelos Advogados;
- (iv) date(s) of the event(s);
- (v) if reported in a preventive manner, when you believe violation will be materialized. Besides:

1. You may directly contact any member of the Firm's Directive Board, either in person, by email or telephone and be sure your identity will be kept confidential; you may also do so anonymously;
2. We will keep a Complaint Box on the Firm's kitchen, where anyone may place an anonymous claim; and
3. Without prejudice to the preceding item, you may also address your complaint to etica@mannrichvasconcelos.com.br, confidentiality assured.

All information will be treated with utmost confidentiality and anyone reporting a violation to this Code will be protected from any form of retaliation.

Any attempt to retaliate or to make a false report – meaning a report that is completely groundless and clearly intended to harm the reported person, group, Client or partner – will lead to investigation and applicable disciplinary actions.

IX. Disciplinary Actions

Violations to this **Code** will be submitted to the Directive Board, who will resolve on the applicable actions, with due regard to the law, the organizational documents and relevant contract relationship.

The rules of ethics included herein are not all-inclusive and the Firm is free to resort to analogy to deal with circumstances not specifically addressed in this **Code**.

X. Clarifications and Rendering of Accounts

Should you have any doubt about this **Code** you should send an email to the Directive Board before making a decision.

All members of the Firm will receive, each year, a report with the cases reported and the decisions passed by the Directive Board, with due regard to confidentiality and anonymity.