



HELENO TORRES
ADVOGADOS

CODE OF ETHICS AND COMPLIANCE



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1. OBJECTIVE

This Code of Ethics and Compliance of the law firm Heleno Torres Advogados Associados, hereinafter referred to as the “Code,” applies to all relations and conduct of those acting on behalf of the Firm or interacting with it, for the full compliance with the law, ethics, and justice.

The objectives of this Code are to guide internal control to prevent conduct that is harmful to the image of the Firm or its clients, to ensure the firm and rigorous ethical conduct of its professionals, as well as to promote legal certainty, the quality of the work presented, and risk control in the work of all its professionals.

2. MISSION

The firm should position itself as a leading provider of highly complex legal solutions, serving as a reference in matters related to Tax Law, Financial Law across all areas of Public Finance, Constitutional Law, and related fields. It will maintain high-quality control of its work while consistently striving for the best outcomes, ensuring the secure defense of its Clients' rights, guided by the values of ethics, honesty, transparency, respect for democratic institutions, and the protection of fundamental rights and freedoms.



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3. VISION

The Firm aims to support and enhance the assurance of legal certainty in society, particularly for all its clients, while fostering the full exercise of fiscal citizenship, guided by responsibility and ethics in business conduct and practices. With highly qualified lawyers and staff, the Firm strives to deliver services grounded in trust and credibility across all its operations, consistently pursuing excellence in its outcomes.

4. VALUES

- Commitment to the scientific advancement of law.
- Respect for ethics and integrity in all actions and conduct within society.
- Continuous quality control in client service.
- Respect for individuals and the protection of fundamental rights and freedoms.
- Maintenance of discipline and positive relationships with everyone, free from discrimination and in opposition to any form of harassment.
- Ongoing social responsibility, including environmental protection and social commitment.
- Promotion of a positive work environment, honoring diversity.
- Commitment to technological advancements and the continual updating of their procedures.



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5. PRACTICE

HELENO TORRES ADVOGADOS (“Firm”) is a Law Firm aimed at offering the best and most qualified legal solution to its clients and partners, with professionalism, commitment, highly technical expertise, and distinguished quality in the preparation of opinions, advice, and judicial or administrative litigation claims.

The Firm’s team is composed of specialized and experienced lawyers, continuously encouraged to pursue academic and professional growth. The professionals integrating it are qualified to operate within the full scope of Public Law, especially in the areas of Financial, Tax, and Constitutional Law, as well as Private Law and related areas.

Recognized nationally and internationally for the rigor of its methods, commitment to law and justice, as well as for its dedication, ethics, and unconditional loyalty to its clients, the Firm offers solutions to the demands in which it operates that are legally safe, effective, and creative.

This Code embodies a commitment to integrity in the professional conduct of its lawyers, as well as respect, loyalty, and appreciation for clients, service providers, and partners. It also reflects the utmost seriousness in handling all matters, along with a dedication to staying current with and delving into doctrinal and case law developments in all areas relevant to our responsibilities.



6. SCOPE OF APPLICATION

This **Code of Ethics and Compliance** applies to capital partners, service partners, advisors, trainees and, where applicable, other employees of the Firm, hereinafter referred to as “Members”, who agree to act in accordance with its terms, accepting them, and to fully comply with the entire content hereof.

This Code must be adhered to by all its recipients, namely: administrators, partners, lawyers, employees, clients, contractors, subcontractors, or interns, and must be considered in all relationships established in connection with their activities. Among other duties, everyone is responsible for:

- Acting in accordance with the Constitution, the law, regulations, and the internal policies of Heleno Torres Advogados Associados;
- Conducting themselves ethically, courteously, respectfully, and transparently;
- Appropriately handling the information received and maintaining confidentiality regarding the source and entrusted documents;
- Publicly disclosing actions taken and their motivations, while respecting the level of confidentiality required;
- Reporting any violations of this Code that come to their attention;
- Ensuring compliance with all public policies against discrimination of any kind, including but not limited to age, color,



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disability, nationality, race, religion, sexual or romantic orientation, gender identity, appearance, political affiliation, marital status, socio-economic condition, and others;

- Implementing effective practices to prevent workplace and sexual harassment at all levels, ensuring a courteous and respectful work environment for everyone.

6.1. Absence of Conflict of Interest

Any legal claims assumed by the Firm, regardless of their nature (litigation or advisory), of institutional or potential clients, are to be previously submitted to the examination of its majority partner for the assessment of any conflict of interest.

Before accepting any new claim, by sending interested parties the corresponding Proposal for Professional Legal Services, Members shall make sure that there is no conflict of interest with other clients or cases handled by the Firm.

Direct Members carrying out professional activities outside the Firm, such as business enterprises, academic teaching and research activities, advisory services, etc., must report them to the majority partner, who will assess the existence of any conflict of interest.

6.2. Confidentiality and the Prevention of Insider Trading

While respecting the obligation to maintain confidentiality of information obtained in the course of professional duties, the use of any material information known by the Firm's members that has not yet been



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disclosed to the public, and which could potentially offer undue advantage in dealings with securities, is strictly prohibited.

6.3. Confidentiality and relationship with media outlets

All Members are to maintain and ensure the strict confidentiality of any information, document or fact of which they are aware due to the confidentiality in the professional practice of law.

Acceptance of the terms of this Code is equivalent to adopting an “*Information Confidentiality Agreement*” for all documents and information relating to clients, which must be deemed confidential by Members so that they are not disclosed by any means, nor shared with any person outside the Firm, except for situations authorized by the Client or any material of public knowledge intended for the regular disclosure or the performance of a valid request by public authorities.

Also confidential is information concerning meetings held with clients or potential clients at the Firm’s premises or outside them, as well as any negotiation of the Members with public sector agents, the regularity and legality of which will always be presupposed, on account of the values and other strict criteria established for the lawyers’ practice.

6.4. Commitment to the creation, innovation and protection of copyright

The Firm is strongly committed to the creative and innovative work of its Members, whose preparation of all documents shall be guided by the compliance with all copyright protection rules.



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The personal responsibility of the author is not transferred to any other Firm member, but has serious collective consequences to its image and reputation. For this reason, all members are bound to the permanent control of the correct form to cite sources; all with respect to the Copyright Law and to the Criminal Code, in what they classify as crime the violation of copyright, such as Art. 184 of the Criminal Code, in the text amended by Law 10,695/2003.

7. ANTI-CORRUPTION AND ANTI-MONEY LAUNDERING LAWS

In the professional practice of all members of the Firm, everyone has the duty to comply with and enforce the rules to fight corruption practices, namely those provided for in the Brazilian Criminal Code and in the Anti-Corruption Law (Law no. 12,846/2013).

Furthermore, Members must respect foreign laws related to the subject, such as the Foreign Corrupt Practices Act – FCPA, of the United States of America, and the United Kingdom Bribery Act – UKBA, of the UK.

7.1. Prohibited Conduct

Notwithstanding other prohibitions, the following conducts are not allowed:

- I. *To promise, offer, or give, directly or indirectly, undue advantage to a government agent or intermediary person,*



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in order to obtain any kind of undue benefit for oneself or for clients;

- II. *Facilitation payment*, here understood as prohibition to offer any advantage to government agents, with the purpose of speeding up or favoring the performance of official acts, such as obtaining authorizations, permits, or other administrative measures;
- III. *Payment intermediation*, here understood as prohibition to intermediate the delivery of amounts or undue advantages, even if requested by clients, to any government agent or person related thereto, regardless of the reason.

8. EXTERNAL RELATIONS

8.1. *Client relationship*

The Firm is committed to excellence in the provision of legal services to its clients.

In professional relationships, no client shall be treated differently or discriminated against for any reason.

The payments of fees for the performance of formally contracted legal services are always to be made to HELENO TORRES ADVOGADOS ASSOCIADOS, CNPJ/MF no. 06.324.998/0001-66, to its Checking Account.

Moreover, all fee payments are to be identified with the name of the client that originally appeared as the party contracting the legal



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services. In the event this is performed by a different person, the Firm will require written justification in order to receive them.

Client satisfaction is a duty for all members of the Firm.

Clients have the right to receive responses or service to their requests within a reasonable timeframe, consistent with their needs.

The Firm's members are responsible for upholding the organization's image in all aspects of their private lives. Therefore, they must avoid making comments about internal matters, refrain from discussing cases entrusted to the Firm in lectures, conversations, or classes, and exercise caution with social media content that could impact the reputation of the Firm and its members.

8.2. Relationship with the Public Administration

In dealing with public sector agents in general, Members are to act in accordance with specific compliance standards, such as: (i) Statute of the Civil Servant – Law no. 8,112/1990; (ii) Law of Administrative Corruption – Law no. 8,429/1992; (iii) the Code of Professional Ethics of the Civil Servant of the Federal Executive Branch – Decree no. 1,117/1994; (iv) the Code of Conduct of High-Ranking Federal Administration Officials – Preamble no. 37/2000; (v) Regulation for Hearings with Public Agents – Decree no. 4,334/2002; (vi) in addition to the specific rules for each Administration entity.

Furthermore, the Members are to follow the precepts below:

- I. Absolute prohibition to *offer* or *deliver* gifts and other benefits (including trips, entertainment, dinners, etc.) to



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government agents with the purpose of influencing their decisions;

- II. Invitations for *Meals*. Sharing meals with public officials is permitted, provided the meals are of moderate cost, appropriate to the hierarchical level of the invited public official, and, whenever possible, the expenses are shared;
- III. *Payment of expenses*. This practice is totally forbidden;
- IV. Exceptional cases will be decided by the majority partner, within the limits of the clauses above and in accordance with this Code.

9. IMPLEMENTATION OF THE CODE

All members of the Firm shall ensure the application of the Code.

The rules and principles of this Code will be *widely* disclosed to all Members of the Firm, who are to expressly consent to the Code.

The Code will be available on: www.helenotorres.com.br

Any matters or situations not covered herein are to be resolved by the majority partner through a formal consultation.

Violations or suspected violations of the terms of this instrument must always be formally reported to one of the partners.

The omission of any Member with regard to the duty to report possible violations to this Code by the Members will be considered unethical conduct.



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The Firm will not terminate, punish or discriminate, in any way, those Members that report possible violations to this Code.

The capital partners are to regularly meet with the direct Members of the Firm in order to review their knowledge of this Code, update its provisions, as well as inform them of the guidelines contained herein.

This Code is not exhaustive as to the ethical and disciplinary standards to be observed by the Members of the Firm. Therefore, it asserts that all Members will comply with and enforce all laws or professional conduct rules that may come into effect, with a commitment to ongoing technical development, as well as adherence to compliance and both public and personal ethics.

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