



POLICY FOR COMPLIANCE
WITH ECONOMIC SANCTIONS



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I. Objective & Scope

Zenvia Inc. and entities owned or controlled by Zenvia Inc. (collectively, the “Company”) are committed to conducting business in compliance with all applicable legal and regulatory requirements in the jurisdictions in which it carries out operations.

Although Zenvia Inc. is not a U.S. person and, as such, economic sanctions imposed by the United States – including but not limited to those administered by U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”) – (collectively, “Economic Sanctions”) are often not applicable directly to Zenvia Inc., certain Economic Sanctions may be applicable to the operations of the Company in certain jurisdictions and certain Economic Sanctions may be imposed regardless of jurisdiction. Therefore, the Board of Directors has decided to adopt this Policy and Procedures for Compliance with Economic Sanctions (this “Policy”), which supplements the general provisions identified in the Company’s Code of Ethics and Conduct and Anti-Corruption and Anti-Bribery Policy. This Policy applies to all Company directors, officers, senior managers, employees and third-party agents (collectively, “Company Representatives”) and requires compliance with all Economic Sanctions.

Specifically, **this Policy requires that Company Representatives take reasonable steps to ensure that the Company does not:**

- Sell any products or provide any services to, or otherwise do any business involving countries or territories subject to comprehensive Economic Sanctions (as of the date this Policy was issued, the so-called Donetsk People’s Republic, the so-called Luhansk People’s Republic, Crimea, Cuba, Iran, North Korea and Syria);
- Engage in any prohibited business with persons or entities that are designated on U.S. and other applicable international terrorism and restricted party lists, including OFAC’s Specially Designated Nationals and Blocked Persons List (“SDN List”);
 - U.S. lists search tool: <https://sanctionssearch.ofac.treas.gov/>
 - U.K. lists search tool: <https://sanctionssearchapp.ofsi.hmtreasury.gov.uk/>
 - E.U. lists search tool: <https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en>



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- U.N. lists search tool: <https://scsanctions.un.org/search/>
- Engage in any prohibited business with any entity that the Company knows is affiliated with or operating on behalf of individuals or entities identified on the SDN List. Company Representatives must bear in mind that OFAC's 50 Percent Rule states that the property and interests in property of entities directly or indirectly owned 50% (fifty percent) or more in the aggregate by one or more blocked persons are considered blocked; or
- Engage in prohibited business according to the Sectoral Sanctions, which target specific sectors of a country's or territory's economy. Designated persons are added to OFAC's Sectoral Sanctions Identifications List ("SSI List") (link: <https://home.treasury.gov/policy-issues/financial-sanctions/consolidated-sanctions-list-non-sdn-lists>).

The Company's Officers and business line leaders will oversee compliance with this Policy and, from time to time, recommend the adoption of additional procedures and controls to the Board of Directors to ensure compliance herewith. If you have any questions about this Policy or if you suspect that a violation has occurred, please contact the Legal Corporate Team¹.

As provided for in the Company's Whistleblower Procedures, Company Representatives must report to any knowledge, awareness, or reasonable suspicion of a potential violation of this Policy to the Ethics Committee. The Company prohibits and will not tolerate any retaliation or threatened retaliatory action against any Company Representative who reports a possible violation of this Policy. Similarly, any Company Representative who discourages or prevents another either from making such a report or seeking the help or assistance he or she needs to report the matter will be subject to disciplinary action. Retaliation is a violation itself and should also be reported. Violations of this Policy, or the Company's prohibition on retaliation, will result in appropriate disciplinary actions, including possible termination of employment.

II. Procedures for Compliance with Economic Sanctions

The Company is expected to conduct due diligence on certain relevant potential and current customers, suppliers, vendors, distributors, wholesalers, agents, and other business partners ("Third Parties") prior to engagement of such persons or entities with the Company. The criteria for such relevance shall include (i) any Third Parties that are large customers ("enterprise"), (ii) any Third Parties incorporated in foreign jurisdictions (in relation to a particular entity of Company's group) or (iii) any Third Parties that conduct business in more than one jurisdiction ("Relevant Third Parties"). This due diligence should include determining

¹ The Corporate Legal Team may be contacted via email at corporate@zenvia.com.



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the ownership of the Relevant Third Party and determining the jurisdictions in which the Relevant Third Party operates. Annex I hereto provides a template of the due diligence questionnaires which should be completed by Relevant Third Parties. The purpose of this due diligence is to confirm that such parties and their owners or senior managers are not the target of Economic Sanctions, and are not involved in commercial relationships with any countries or parties targeted by Economic Sanctions. Any questions or red flags should be raised to the Corporate Legal Team. If a country or party subject to Economic Sanctions may be involved in a potential transaction or other agreement, Company Representatives shall not proceed and must report the situation to the Corporate Legal Team immediately.

Prior to any engagement of the Company with any Relevant Third Party, Company Representatives shall (i) require that the Third Party fill out the due diligence questionnaires and statement provided for in Annex I hereto and (ii) screen the Third Party itself, as well as its Directors, Officers and affiliated entities using all the links above. With respect Third Parties with whom the Company has ongoing dealings, the Company undertakes to periodically screen such Third Parties and require such Third Parties to (i) complete the Due Diligence Forms and deliver to the Company preferably annually or at least every two years after the date thereof and (ii) notify the Company of any change in circumstance, whichever occurs sooner. If any red flags are uncovered during the screening processes, Company Representatives shall not engage with the Third Party and must report the situation to the Corporate Legal Team at corporate@zenvia.com.

III. Recordkeeping and Internal Controls

The Company requires that records of any restricted party screening and due diligence conducted on Relevant Third Parties under this Policy be kept for at least five years.

IV. Oversight and Training

The Officers and the business line leaders have primary responsibility for overseeing the implementation, execution and maintenance of the standards of this Policy. The General Counsel and/or the Audit Committee will consult with, and report to, the Board of Directors regarding the oversight of this Policy and will recommend the adoption of additional processes and guidelines to the Board of Directors as necessary. They may also utilize external legal counsel to further ensure compliance with applicable Economic Sanctions and this Policy. The General Counsel and/or the Audit Committee, in cooperation with external legal counsel (where applicable), will review and approve any matters to the extent required by this Policy.

The Audit Committee will oversee informing, and training of, Company Representatives on processes and requirements documented in this Policy. At a minimum, training will occur at the beginning of the provision of this Policy to a Company Representative.



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The Company will seek to obtain a certification of understanding with all applicable Economic Sanctions from all Company Representatives. All Company Representatives are responsible for understanding and complying with this Policy.

Adopted by the Board of Directors: Jun 30, 2022.

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Annex I

Due Diligence Forms



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Corporate Structure and D&O Certification

A. Identification

Company Name	Tax Id.	Nationality or Country of Incorporation

B. Corporate Structure

Please fill in the information requested below with respect to all Company controlling shareholders – meaning any shareholder or group of shareholders associated by voting agreements holding 50% (fifty percent) or more of the voting shares of the Company – up to the individual level:

Name	Tax Id.	Nationality or Country of Incorporation	Stake in the Company (in %)

C. Directors and Officers

Please fill in the information requested below with respect to all Company Directors and Officers for the last 2 (two) years:

Name	Tax Id.	Nationality	Director or Officer?

The Company undertakes to (i) complete this form and deliver to Zenvia annually after the date hereof and (ii) notify Zenvia of any change in circumstance, whichever occurs sooner.

[Place], [Date]

[Name of Signatory]



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Statement – Compliance with OFAC Sanctions

I, [name], as authorized representative of [Company name], Tax Id. No. [●] (the “Company”), hereby declare that:

1. The Company and its (i) controlling shareholders, and (ii) directors and officers for the past 2 (two) years (a) are not listed in the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”) sanction lists, including but not limited to the Specially Designated Nationals and Blocked Persons List and the Sectoral Sanctions Identifications List (collectively, “Sanction Lists”), (b) do not hold shares of any entity listed on a Sanction List, and (c) are not owned or controlled by any entity listed on a Sanction List.
2. The Company and its (i) controlling shareholders, and (ii) directors and officers for the past 2 (two) years do not have and has not have commercial relationships with any persons or entities listed on a Sanction List.

The Company undertakes to (i) complete this form and deliver to [Zenvia] annually after the date hereof and (ii) notify [Zenvia] of any change in circumstance, whichever occurs sooner.

[Place], [Date]

[Name of Signatory]