



Claranet Technology

Code of Ethics and Conduct



1. Summary

INTRODUCTION	3
CODE OF ETHICS AND CONDUCT	3
ETHICAL CONDUCT	5
NON-DISCLOSURE AGREEMENT	9
INFORMATION SECURITY AND DATA PROTECTION	9
WHISTLEBLOWER CHANNEL	10
PROTECTION PROGRAM	10
Amendments	11
Final Provisions	12

INTRODUCTION

This code brings together the key principles and values that shall be adhered to by all those who maintain professional and business relationships with Claranet for the achievement of increasingly higher ethical standards in the performance of their duties.

The members of the Board of Directors, the Executive Board, other executives, employees and service providers of Claranet, parent companies, subsidiaries and companies under directly and indirectly the joint control, and as applicable, non-profit entities managed by managers or employees appointed or assigned by Claranet member companies, undertake to comply with the guidelines of this Code of Conduct and Ethics (approved by the Board of Directors on October 4th, 2021).

CODE OF ETHICS AND CONDUCT

Law No. 12.846/2013 - Anti-Corruption Law

Claranet reproduces in this Code some of the definitions contained in Law No. 12.846/2013, which provides for civil and administrative liability of legal entities that carry out acts against national or foreign governments.

Claranet repudiates the practice of any harmful act mentioned in this Code or in the applicable law, both by its employees, customers and suppliers.

Such acts, commonly known as **corruption, bribery**, among others, for the purposes of this Code are defined as follows:

To promise, offer or give, directly or indirectly, an undue advantage to employees, customers, suppliers or government entities;

- *to demonstrably finance, defray, sponsor or in any way subsidize the performance of the wrongful acts established in this Code;*
- *to demonstrably use the position or role in the organization to conceal or dissimulate its actual interests or the identity of those who benefited from the performed acts.*

With Respect to Public Bidding and Government Procurement:

a) to thwart or defraud, through agreement, arrangement or any other means, the competitive nature of public bidding processes;

b) to prevent, disturb or defraud the execution of any act related to a public bidding process;

c) to remove or try to remove a bidder by means of fraud or by the offering of any type of advantage;

d) to defraud public bidding processes or bidding-related contracts;

e) to incorporate, in a fraudulent or illicit manner, a legal entity with the purpose of participating in a public bidding process or of entering into a contract with the government;

f) to gain undue advantage or benefit, in a fraudulent manner, from amendments or extensions of contracts executed with the government without authorization in Law, in the notice of the public bidding or in the respective contractual instruments; or

g) to manipulate or defraud the economic and financial balance of the contracts executed with the government;

Gifts and Situations of Hospitality or Kindness

Claranet establishes as a serious violation that employees offer, give or receive gifts in violation of the guidelines of this Code or that constitute an illegal act.

Pursuant to the policy contained in this Code, the conditions for offering gifts, hospitality or amenities to customers, suppliers and business partners are restricted.

The offering or receiving of gifts and situations of hospitality or kindness is restricted to those that add up to two hundred Brazilian Reais (R\$200.00), provided that the guidelines below are met.

Guidelines:

- *Do not give or receive any amount of money, whether in cash or through bank transaction;*
- *Do not make or receive payment for food (lunch, dinner, or other food relations) in excess of the established restriction;*
- *Do not make or receive payment for transportation (air, land, sea) in excess of the established restriction;*
- *Do not give or receive gifts (gifts, vouchers or other benefits) in excess of the established restriction.*

NOTE: Cultural issues may influence the offering of gifts, hospitality or amenities by an external agent, whether customer or supplier; in these cases, the People Area shall be communicated to assess the situation and discuss the matter with Claranet's Board of Directors.

Relations with Political Parties and Religious Entities

In the same sense, it should be stressed that Claranet has no relationship whatsoever with political parties and religious entities, and its employees shall not finance or offer donations to political parties and religious entities or any type of political organization entity.

Sponsorship of Fairs and Events held by Third Parties

Sponsorship of third parties for holding fairs and events shall be approved by Claranet's marketing area and communicated to the Compliance Area, and shall comply with the guidelines of this Code, namely:

- *Be in Claranet's interest;*
- *Add value to products, services or in the development of Claranet's professionals; and*
- *Not result from a lobby relationship.*

Violation of Claranet's Anti-Corruption Policy by Third Parties

Suppliers, business partners or any other third party who fail to comply with the anti-corruption rules set out in this Code shall be notified of the immediate termination of any existing relationship with Claranet and, depending on the severity, shall be taken to court or reported to the relevant agencies.

ETHICAL CONDUCT

Respect for Free Competition

In compliance with Claranet's values, ethical principles and good faith, Claranet maintains a respectful relationship with all its competitors and expects its employees to do the same. Business shall be conducted with professionalism, complying with the provisions of the Brazilian laws on the Brazilian antitrust system, set forth in Law 12.529/2011.

In this sense, Claranet opposes any unfair competition and we warn all our employees about the practices below, which may constitute unfair competition.

Unfair Competition Definition

- *Early opening of requirements for meeting requests for proposals (RFP);*
- *Agreements fixing the price list for products or services characterized as a cartel;*
- *Agreements that are detrimental to the maintenance of existing contracts by: (a) offering undisclosed advantages to the current provider; (b) stifling negotiations through interference by monopolies or oligopolies; and (c) determining exclusivity to an input supplier in ongoing commercial agreements.*

Employees who witness situations such as those described in this Code shall immediately notify their direct superior and the Compliance Area and, when participating in a meeting, conference or business event in which this situation arose, they shall leave immediately.

Conflict of Interest

Claranet rejects and does not condone internal or external relationships with conflicting interests with its products, services, strategies and business.

This Code establishes the conflict of interest between the following relationships, but understands that it should not be limited to only those:

- *Offer or sell products or services through an individual, legal entity or representative that are similar to Claranet's products or services, whether active or discontinued;*
- *Offer or sell consultancy through an individual, legal entity or representative to any Claranet customer;*
- *Own a company in the same sector of activity or that violates the terms set forth on the defense of free competition;*
- *Having parallel activities whether for economic purposes or not, that conflict with Claranet's interests, performed within the working hours or on the company premises;*
- *Using the company's assets for purposes other than those defined for their position and job function or that conflict with Claranet's interests;*
- *Use information, data or research made by Claranet for external use without express authorization;*
- *Professional relations out of office hours, whether with customers, suppliers or business partners, that conflict with Claranet's interests.*

Relationship

Claranet understands that certain relationships may give rise to conflicts of interest. If such a relationship exists, it shall be communicated and formalized with the Human Resources Department and the People Area.

Relationships that shall be previously communicated:

- *Spouse and partners in a stable union who work at Claranet;*
- *Consanguineous relatives by ancestry (parents and grandparents), offspring (children and grandchildren), and/or collateral relationship (brothers-in-law, cousins, nephews and nieces, sons-in-law, daughters-in-law, and fathers-in-law);*
- *A loving relationship between Claranet employees.*

NOTE: The relationships described in this section shall be reported to the Human Resources Department and to the People Area so that possible conflicts of interest can be verified.

Principles of Institutional Conduct

In its relationship with the various sectors of society, Claranet shall have its positions and actions based on the following provisions:

- *retain the reputation of a solid and reliable company, aware of its corporate, social and environmental responsibility, seeking honest, fair, legal and transparent results;*
- *repudiate attitudes guided by prejudices related to social class, race, religion, gender, sexual orientation, physical disability and any other forms of discrimination;*
- *be committed to upholding the values and image of the institution and to acting in defense of the customers' and the company's interests;*
- *recognize the merit of each employee and provide equal opportunities for professional development, not accepting any attitude that may affect the professional career of subordinates, based only on personal relationships or any type of discrimination;*
- *achieve growing competitiveness and profitability levels without neglecting social responsibility, which is translated by valuing its employees as human beings, by prioritizing health and safety issues, environmental preservation, and by contributing to the development of the regions where it operates;*
- *consider that the private life of employees is a personal matter, as long as their activities do not harm the company's image and/or interests; and*
- *Guide the internal rules and procedures of Claranet based on principles of ethical conduct, which, irrespective of any legal obligation, are aimed at repudiating illicit conduct in the establishment of business relationships.*

Professional Conduct

In the workplace, irrespective of their position or role, employees are expected to:

- *maintain a good relationship with all of the Company's internal and external associates, with the purpose of providing synergy between the areas, thus contributing to the effective performance of all activities; and*
- *feel free to make suggestions and complaints, whenever this can be beneficial to the Company.*

The following conducts are expected from Claranet employees, among others:

- *comply with the precepts contained in Claranet's Code of Ethical Conduct, the procedures and standards applicable in accordance with current legislation, including Claranet's Internal Regulations;*
- *show ethical conduct, consistent with the responsibilities of the position and role held by them;*

- *be engaged in the permanent search for efficiency in serving Claranet's customers, thus preserving Claranet's image;*
- *guide their actions based on compliance with market rules and legislation;*
- *be aware of the legislation applicable to the Claranet businesses and internal rules that govern its functions and form of operation;*
- *exercise the profession with zeal, diligence, and honesty, advocating the Company's rights, assets, and interests, without abdicating their professional dignity;*
- *be respectful to their co-workers, to strengthen the harmony between Claranet employees, not implying, however, connivance with errors, fraud or acts contrary to Claranet rules; and*
- *bear the full responsibility arising from the acts performed in the exercise of the position or role.*

Under no circumstances shall Claranet tolerate the following practices by its employees:

- *make a statement on behalf of Claranet, disclosing data, news and information related to it or any company in the group, without being duly authorized to do so;*
- *use, in their personal or professional relationships, their position in the Company for the purpose of gaining personal benefit or for third parties;*
- *establish ties of any nature with organizations or customers whose conduct is not compatible with ethical and responsibility standards;*
- *accept gifts from customers, suppliers, partners and competitors, except for clearly identified gifts with no significant commercial value;*
- *transmit or transfer to third parties any information, documents, financial reports, accounting records, strategies, customer records and/or programs containing confidential data of Claranet's exclusive interest;*
- *allow attitudes based on likes and dislikes or inappropriate conduct practices to interfere in dealings with hierarchically superior or inferior co-workers; and*
- *engage in private activities within Claranet's premises, or while representing the company in professional activities outside its premises.*

In addition to the conducts described above, unacceptable under any circumstances or pretext, Claranet also rejects the practice of any type of moral or sexual harassment, by or against any of its employees, service providers or suppliers, defined as:

Sexual harassment: *refers to coercion exercised to obtain sexual advantage or favor, where the agent takes advantage of his condition of hierarchical superior or ascendancy inherent to the performance of their job, position or role at Claranet, inside or outside the Company.*

Moral Harassment: *refers to the recurring and sustained exposure of someone to humiliating and embarrassing situations during the course of working hours and while performing their duties at Claranet, inside or outside the company.*

Practices resulting from discrimination or prejudice based on race, color, ethnicity, social status, religion, sexual orientation or national origin are not tolerated under any circumstances. Employees who witness this type of practice shall report it to the People Area, which will carry out an internal investigation procedure to prove the act of violation, and shall adopt the necessary measures supported by current legislation.

The consumption and use of alcohol or narcotics during office hours is prohibited on Claranet's premises, by customers, suppliers, business partners or any other persons with whom Claranet has business relationships.

The use of Claranet resources and those described in this Code are restricted to the professional purpose of each employee, and may not be used for personal purposes or transferred through a loan or donation to third parties.

The internet, telephone, parking and other services agreed upon upon the hiring were provided by Claranet for the performance of activities inherent to the executive duties of each employee, and may not be used for personal purposes or transferred to third parties.

Relationship with Unions

In its relationship with unions, Claranet shall adopt a respectful stance and seek to resolve any conflicts through negotiation.

Relationship with Society

In the relationship with society, Claranet and its employees and associates shall:

- *value culture and social and environmental projects, as well as everything that fosters the development of society; and*
- *support actions aimed at exercising citizenship and at local and regional development, especially those aimed at improving the living conditions of the communities where it operates.*

Press, Social Media and Internet Relations

In the relationship with press agencies and entities, Claranet and its employees and associates shall act with transparency, credibility and trust. Representatives, when authorized to speak on behalf of Claranet, shall always express the institutional point of view.

Claranet establishes relationships with customers, suppliers, business partners and other audiences also through official social media and sets limits for its employees to demonstrate their professional relationship on their social media and the internet.

Claranet employees are not allowed to disclose in their profiles on social media, any content involving Claranet's brand, customers, partner suppliers without the express authorization of the compliance and marketing areas.

Employees, customers and suppliers are not allowed to use their personal media and the internet to share business routine, commercial strategies, photos and audio in violation of Claranet's privacy, data protection and confidentiality policy.

They are allowed to inform in professional and personal profiles on social networks, the name of the company, the position held, and the period of employment.

Community and Environment Relations

In the relationship with community and environment, Claranet and its employees and associates shall:

- *encourage the valuing of citizenship, actions, and projects aimed at education;*
- *value and encourage environmental preservation, in line with measures to reduce greenhouse gases and sustainable development.*

NON-DISCLOSURE AGREEMENT

Non-disclosure duty

In addition to that expressly identified as such, confidentiality is determined by the secrecy of matters that may not be made available or disclosed to the internal or external audience, whether it be information, documents, drafts, or digital files.

Strategic, financial, product and service information, customer, partner and supplier agreements, data related to the technological environment and technical activities are confidential information and may only be disclosed by Claranet's management and executives.

Intellectual property

Studies, projects, customer relations and agreements, reports and further data developed by Claranet, resulting from intellectual production, even if unfinished, when carried out in the performance of a duty or exercise of position during the term of the employment contract, are Claranet's property, which shall be able to register them with the relevant bodies and use, or transfer them, without any restriction or additional cost.

INFORMATION SECURITY AND DATA PROTECTION

Information Security

Claranet employees shall comply with the guidelines and determinations of the Security team, as well as the policies and procedures disclosed by the Compliance Area, according to the following guidelines:

- *Complete onboarding, security, and data protection training;*
- *Complete biannual refresher training;*
- *Do not facilitate access to Claranet's physical or logical environment.*

Data Protection

Internal areas, service providers, suppliers, customers and the public with whom Claranet maintains a social or business relationship shall have controls to mitigate the risks of violation of personal data processed, complying with the requirements set forth in the General Law for the Protection of Personal Data, as well as Claranet's governance guidelines, in compliance with the following principles when such data is processed:

- *Good faith;*
- *Purpose;*
- *Adequacy;*
- *Need;*
- *Free access;*
- *Data Quality;*
- *Transparency;*
- *Security;*
- *Prevention;*
- *Non-discrimination; and*
- *Accountability and provision of accounts.*

Expected Behavior

Employees and Interns

Be responsible, honest, fair and transparent, complying with the guidelines of this Code, being responsible for disseminating anti-corruption practices, reporting misconduct and any practice that violates Claranet's principles.

Business Partners and Suppliers

Respect the guidelines of this Code, complying with ethical conduct, respecting the commercial and partnership relationship between organizations, undertaking to not violate the terms of this Code, and under no circumstances, use the Claranet name for improper purposes not consistent with Claranet's ethical principles and values.

Customers

Acquire contracted products and services with quality, efficiency and proximity, in compliance with the terms of the agreement, not violating the business relationship.

Any conduct in violation of legal principles, anti-corruption policy guidelines, and the Code of Conduct and Ethics is not tolerated in any of the cases provided for in this Code.

WHISTLEBLOWER CHANNEL

Employee and Third-Party Protection Program

Claranet encourages all employees to make reports for cases of violation of the terms of this Code and has a program to protect employees and third parties, so as to achieve effectiveness in combating the practice of harmful and unlawful acts.

Reports shall be made through one of the available channels (see employee manual) and shall be analyzed by the Compliance Area, which shall adopt measures for the anonymity of the whistleblower, as well as record the complaint, and initiate the investigation process with the team, which shall be conducted in secrecy and shall be filled under the responsibility of the Compliance Area.

Except for law enforcement or judicial order, Claranet assures all good-faith whistleblowers the secrecy of the information and/or the complaint.

No employees or third-parties who files a complaint in good-faith of a suspicion or breach of the law, bylaw, policies or this Code of Ethics and Conducts shall suffer any retaliation, sanction or negative action for such reason.

PROTECTION PROGRAM

The protection program aims to provide answers against impunity for harmful acts performed by any member of the organization, whether by direct or indirect action.

Investigation on Report or Suspicion - Hotline

Compliance Area shall always start an investigation procedure when reports are made or in case of suspicions about certain conducts.

Confirmation of a harmful act performed by any employee in violation of this Code shall be attached to the internal investigation procedure that shall define the measures and sanctions to be applied by Claranet, as provided above.

Have you witnessed or are you aware that this Code of Conduct and Ethics is being violated? Report it! Your identity will be preserved and documentation and information will be treated as confidential to the extent permitted by law.

Email: denuncia@br.clara.net

Compliance Area

Any violations of this Code shall be examined by the Compliance Area, except in cases in which this Code expressly assigns responsibility to the People Area.

TRAINING

Claranet shall promote periodic training, at least once (1) a year, to all its management, employees, interns and other members about the necessities of fulfilling of the provisions of this Code and, when necessary, about other policies and procedures.

Presence in training sessions is mandatory and shall be controlled by appropriate means.

SANCTIONS

Employees, interns, business partners, suppliers and clients who eventually breach this Code, other Claranet's policies and procedures or current legislation shall be subject to legal and administrative consequences, as stated by civil, criminal and labor legislation. The enforcement of sanctions due to violations of this Code shall be observed by the Compliance Area on a case-by-case approach, with validation from the Legal Department, and shall consider: (i) the nature and severity of violation; (ii) the position and responsibilities of the transgressor; (iii) the transgressor's track-record and mitigating circumstances; (iv) the means utilized and the desired outcome; (v) the risks involved; and (vi) the possible consequences of the sanction. The applicable sanctions from the Compliance Area include: (i) verbal orientation; (ii) written warning; (iii) suspension and (iv) termination of labor contract or professional relationship.

Amendments

The Compliance Area or People Area shall be responsible, pursuant to the topics under their responsibility, for proposing amendments to this Code, aiming to improve it, assigning, for this purpose, a multidisciplinary work group.

Final Provisions

The provisions of this Code of Ethical Conduct shall be known to Claranet's shareholders, management, employees, suppliers and customers, and other related parties and stakeholders, and shall be complied with according to their respective responsibilities.

The ethical conducts listed in this Code are not exhaustive, and any others may be included in this Code, as defined by the relevant areas.

The Code of Ethical Conduct shall come into force with this wording, from the date of its disclosure, revoking the provisions to the contrary.