

# **Code of Ethical Conduct**

June 28th, 2022

## **Message from the Leadership**

In a transitory world, living in the so-called “era of uncertainty”, the only foreseeable perspective is a permanent change in technology, economics, politics, laws and even in our individual and social values. This is the fundamental reason that our “moral landmarks” must always guide our personal and professional lives. Nevertheless, we must always remember these fundamental values, and, in a sincere and determined manner, endeavor to make our best efforts to have them remain with us. Ethics should permeate all of our behaviors, business decisions and relationships with Stakeholders.

The objective of this Code is not just to set out a series of bureaucratic norms to be followed, but to awaken in our community what this organization understands as a behavior to be followed and reinforced. Ethics must guide our daily decisions, and guide our behaviors in face of dilemmas and complexity of today’s world, where the right choices are not always so obvious. Keeping up with the highest ethical standards is our constant challenge.

In order to achieve our goals, we deal with precious relationships with Shareholders, Customers, Partners, Suppliers, and above all, our Employees. Ethics plays the role of uniting all of this, leading us in an environment of trust and credibility. I am counting on you to perpetuate these values, never transgressing them nor allowing them to be transgressed.

The trustworthiness of our Stakeholders and society is directly related to the ethical principles that guide our professional conduct, of which enable the sustainability of our business.

In this Code of Ethical Conduct we bring together the fundamental principles that must direct and regulate our actions and our professional relationships, in such a manner as to preserve our Organization’s image in the face of the general public.

Board of Directors

## 1. Concepts

- a) **Ethics:** Ethics is conceptualized as a set of principles and values of the Odontoprev Group that serves as a reference and should guide the conduct of all its Managers, Employees, Partners and Suppliers of goods and services.
- b) **Conduct:** Conduct corresponds to all and any act, action, omission, decision, attitude of behavior, which must always be guided by ethical standards.

## 2. Presentation

The principles that guide Odontoprev S.A. and its controlled Companies, henceforth denominated “Odontoprev Group” or “Organization”, in its current form are the observance and compliance of norms and rules that affect its activity, standards of behavior aligned to the Organization’s values and linked to business strategy. These principles represent the Odontoprev Group’s compromise and the manner in which we must act with our Clients, Members, Accredited Network of Specialist Dentists, Partners, Suppliers, Shareholders, Governmental and Regulatory Organs, including Federal and Local Council of Dentistry, Press and other types of public.

### 2.1 Objective

The purpose of this Code of Ethical Conduct is to serve as a practical personal and professional guide, to be used by all administrators, collaborators, partners and suppliers of goods and services within the Odontoprev Group in its interactions and day to day decisions, by means of the application of our purpose, values and general principles:

#### 2.1.1. Purpose

To promote high-quality dentistry.

#### 2.1.2. Values

Our core values constitute:

- A healthy ecosystem is one in which everyone wins  
For relationships to be solid and enduring, they need to create value for all of those who interact with the brand—employees, the dentistry sector, investors and society.
- Challenges are opportunities  
At Odontoprev, everyone is driven by energy and determination to surmount adversities, because this is the way one grows and evolves. A business model that is only possible because we share our dreams and goals with each person in our ecosystem. It is this unity of purpose and synergy that drives the Company towards its goals and its future.
- Trust is something built each and every day  
We believe that each interaction, each business transaction, every need met, every conversation, counts. That is how we deliver on a core value in our day-to-day activities:

trust. Acting with integrity, keeping our promises and being transparent are the only ways to build a sustainable company.

- Quality is more than just slip service  
As experts, quality is nonnegotiable. Quality means taking care of each detail in our customer journey—that is why we always put customers at the center of our initiatives and improvements. When each of us works to enhance quality in what we do, thinking as a whole and as a team, we become the best versions of ourselves.
- Evolving is the way we achieve growth  
Evolving means taking lessons learned from the past into the future. It means grasping innovative ideas and applying them meaningfully in our day-to-day business. It means rethinking, adapting, anticipating. We have grown as a company by working to be better each day and to always be ahead, but we still feel responsible for taking Dentistry to a new level.

### **2.1.3. General Principles**

The actions of Odontoprev Group must be regulated by the following general principles:

- Respect and appreciation of the human being and their fundamental rights;
- The adoption of effective practices in sustainable development;
- Integrated, ethical and transparent action;
- A commitment to excellence when dealing with beneficiaries, clients and the accredited network of dentists;

Odontoprev Group does not tolerate any penal offense or against the laws and any current legal, including Federal Law nº 12,846. Thus, the Organization forbids illicit payments or receivables (in cash or any type of value), including direct or indirectly fee, related to any act of corruption, bribery or facilitations offer. Additionally, the Company repudiates the traffic of influence, actions that aim difficult inspection or investigation of Governmental and Regulatory Organs, tax evasion, fraud; including public bidding procedure, overpricing contracts, among other matters.

### **3. Conflicts of interest**

We must avoid situations in which our personal actions and decisions are influenced by our personal interests and conflict or could conflict with the interests of the Odontoprev Group or its Clients, Partners, Suppliers and Shareholders, or could damage the image or reputation.

Conflicts may occur when investments, activities, or political, social, financial and personal interests of you, a member of your family or your close relationship affect or may affect your decisions, or in cases when your objectivity may be questioned due to those interests or activities, including for example:

- Participating in decisions concerning the realization of business with companies or institutions in which you or a member of your family have an interest or that can

generate personal benefits to you. In the case of this situation, you must obtain prior approval from the Ethics Committee;

- Conduct or approve transactions with related parties that are not in similar terms to those that could be obtained by third parties. For purposes of this disposal, related parties are understood as anyone of OdontoPrev' s management, collaborator, or shareholder that holds, directly or indirectly, more than 5% of Odontoprev S.A. total capital.
- Facilitating the realization of negotiations with the Odontoprev Group by way of friendship, family, by receiving a donation, presents and obtaining favors;
- Using unduly the name of the Odontoprev Group;
- Utilizing confidential information in order to favor personal investments;
- The passing on of confidential information or strategies without authorization.

Any doubt about situations that could cause conflict of interests should be covered with the Compliance department, which may, if necessary, contact the Investigation and Ethics Committee for deliberation.

### **3.1 Affective relations of relationship and friendship between the Management and Collaborators of the OdontoPrev Group, of Competitor Companies, Clients, Partners, Service Providers and Shareholders.**

The hiring of Family members and friends of Management and Collaborators of the Odontoprev Group, of Competitor Companies, Clients, Partners, Service Providers and Shareholders with whom there would be a potential or real conflict of interest and affective relations between the Collaborators of the Organization, must be immediately submitted for higher formal ranking evaluation. However, in order to ensure equal treatment for such cases, the Ethics Committee must analyze the manager evaluation, corroborating or not with its opinion.

It is prohibited relationship of subordination between relatives and between collaborators with affective relationship.

### **3.2 Gifts, Presents, Benefits, Favors, Loans and other Courtesies**

Management and Collaborators are not authorized to offer and accept presents, courtesy, benefits, favors or advantages that could represent an improper relationship or financial or moral prejudice for the Organization. All that conflicts with the rules of the Code of Ethical Conduct must be understood to be of an improper relationship. In exceptional circumstances, in writing by way of a protocol, courtesy or other special circumstance, promotional/institutional gifts, courtesies or advantages may be offer or accepted up to a unit price of R\$400.00. Gifts are those used with the purpose of institutional or commercial divulgation of the Organizations. The Ethics Committee will analyze the exceptional situations related to promotional or institutional campaigns.

It is forbidden for Management and Collaborators to receive advantages and/or personal favors, which are justified by their positions and functions in the Odontoprev Group, as well as to receive or concede any form of reciprocity, gains or personal advantages attached to financial

institutions, brokers, accredited network, suppliers, members or clients in general, in the context of a professional relationship.

### **3.3 Activities outside the Odontoprev Group**

Our Management and Collaborators must not exercise external activities (remunerated or not) that can conflict or apparently conflict with the interests of the Odontoprev Group, or might occasion, even in thesis, must not have a negative impact upon the commercial interests of the Organization and neither interfere in their capacity to comply with their responsibilities involving the Odontoprev Group. If in doubt, the situation should be immediately submitted for further ranking evaluation.

The commercialization of products not permitted by the Odontoprev Group within its installations is prohibited.

### **3.4 Political activities**

The Odontoprev Group makes no restrictions on its Management and Collaborators in the exercising of their political party rights, without prejudice to their professional activities.

Any participation in a party political activity will be carried out in a personal manner and not as a representative of the Organization.

The Odontoprev Group does not authorize the use of its facilities or corporate communication channels for the dissemination of political propaganda and promotion of political relations that may favor candidates for public office.

### **3.5 Hiring of public agent or ex-public agent**

The hiring of public agent or ex-public agent must be evaluated by the Compliance department in order to avoid conflict of interest, disregard of the legal quarantine term and the hiring of people with legal restrictions. It is forbidden to hire a public agent under the exclusive dedication regime with the public agency, or for activities that are incompatible with the exercise of public office or function and with working hours, or even for activities that can potentially cause conflict of interest.

## **4. Internal relations and relations in the work environment**

All Management, Collaborators and Suppliers of Odontoprev Group must establish within the work environment relationships of courtesy and respect, involving the following terms:

- Honest, transparent and cordial behavior;
- The practice of discrimination in relation to color, race, religious belief, sexual orientation, age, origin, physical condition, social class or political opinion is unacceptable;
- Exercising functions that make possible the passing on of expenses to the Organization and / or to its clients, executing such and merely only the expenses effectively necessary for the proposed purpose, not using such resources for personal expenses;

- In the development of their functions, acting in a conscious manner, respecting the current laws and norms, politics and procedures, including those related to the social, environmental, public health and corporate governance, as well as commitments assumed by the Organization as regarding sustainable development

We comply with technical safety requirements and standards, offering a safe and healthy work environment. Employees are responsible for ensuring the conservation and correct use of facilities and equipment, and must use them safely and oriented to the activities of the Organization.

We must respect the rules for the use of the internet, corporate e-mail and other communication channels with Customers and other audiences who work with the brands of Odontoprev Group, respecting prohibitions regarding illegal, obscene or immoral content, advertisements, political party messages, discriminatory and inside information.

#### **4.1 Responsible leadership**

Exercising the functions of leadership, as well as the expected behavior of all of its Management and Collaborators, that based on Ethics, are responsible for the development of its employees and that the example of honest conduct is an influence on the motivation of its teams. It is expected the leaders to:

- Develop their activities in such a way as to turn them into an example for those who integrate directly into their team;
- Have honesty in all of their conduct, not making use of their position to impose their power in an irregular manner or to practice abuse of authority, such as: providing personal service, sexual harassment and moral harassment;
- Value and recognize the merits of each of the professionals who integrate into their work group, making possible an equality of opportunities of professional growth, as well as striving to make possible the development of their existing potential.

### **5. Relations with Clients, Partners and Suppliers**

#### **a) Clients**

We are convinced that our Clients / Members are the main reason for our own existence, and, consequently, all the commitments assumed by us in the face of our Clients must be integrally respected. Furthermore, we must guarantee that all of the information disclosed by the Company referring to the services and products we offer are outstanding in their clarity and exactitude and that they are in conformity with the regulations and applicable legislation.

We must offer a broad knowledge to our Clients / Members of the conditions and norms that regulate the respective products and services, as well as the implicit risks, always respecting the rules of negotiation.

We must offer products and make commitments that can be fulfilled by the OdontoPrev Group and that are aligned with the customer needs and with this Code of Ethical Conduct.

## **b) Partners and Suppliers**

We understand that our partners and suppliers are part of our operation and must comply with our values and principles, following our policies and procedures.

We must establish business relations with our accredited network, other partners and suppliers, since they operate with ethical standards comparable to our own rigorous selection, giving a broad understanding of the norms and conditions that regulate this Code.

The Odontoprev Group is clearly against child labor or that analogous to slavery and does not accept this practice by its Accredited network, partners and other service providers.

We do not tolerate any kind of illegal or improper favoring in contracting suppliers and service providers, and it is mandatory to adhere to and respect this Code of Ethical Conduct and the rules for combating corruption and other illegal acts, including the Anti-Corruption and Other Illicit Acts Policy.

We must also not hire suppliers that do not fully comply with the applicable environmental legislation for the activity performed.

## **6. Relations with Shareholders and Capital Markets**

The Odontoprev Group is an open capital Organization committed to good practices of Corporate Governance and preoccupied in ensure the highest standards of transparency, conformity, presentation of accounts and equality of treatment with our investors and the capital market in general.

We are committed to deliver the highest aggregated value to our Shareholders:

- Taking and executing prudent decisions and recognizing that we deal with our Shareholders' assets;
- Integrating a strong control of risk management and in compliance with the laws and norms in our business process;
- Making available information in the established form by the CVM – Securities and Exchange Commission of Brazil - to the market.

All and any communication with our Shareholders must be authorized by our Executive Officers and must be carried out by the Investor Relations department ([ir@odontoprev.com.br](mailto:ir@odontoprev.com.br)).

### **6.1 Inside Information and Relevant Facts**

We must maintain absolute secrecy of information concerning projects, negotiations, activities and the results of the Odontoprev Group that have not been disclosed to the Market and that could interfere in the Company's share prices on the stock exchanges and influence movements on the Market and / or investment decisions. Both the distribution of results and the disclosure of information must be done in absolute symmetrical manner, without creating privileges.



Material facts and inside information must not be discussed in public locations. The Management and Collaborators who, inadvertently or without authorization, in any matter, communicate, personally or through intermediate third parties, inside information to any person before its disclosure to the market must inform such act immediately to the Investor Relations Officer so that he can make the appropriate provisions.

Management and Collaborators must never make use of information to obtain, directly or indirectly, for themselves or third parties, any pecuniary advantages, including by way of the purchase or sale of emission securities (shares) of the Organization, according to the Securities trading policy of the Odontoprev Group.

## **6.2 Relationship with Competitors**

The relationship of Odontoprev Group with its competitors must be free and guided by respect for the market, considering the competition promotes learning and constant challenge to innovation. It is not allowed maintaining understanding with competitors to fix prices, divide markets, restrict competition or adopt any anti-competitive conduct.

## **7. Relations with Politicians, Political parties, the Government, Government organs, Regulators and Public Agents**

The relations between Odontoprev Group with politicians, the government, government organs, regulators, public agents and political parties must rely on transparency, in accordance with the Anti-Corruption Law (12,846/13) and any other existing laws, in due respect to the current laws and in ethics and the Anti-Corruption and illegal acts policy, ensuring straightforward, sustainable and longstanding relationships.

We must restrain any benefits or privileges concession to public agents, as well as forbid any outraged act to a public property or against the public administration principles, applying, in case of practice of harmful act, the mechanisms and internal procedures seen in this Code, within the Organization, without injury of the administrative sanctions and / or judicial applicable, in terms of law.

In accordance with the Law 13.165/2015, that amended the Elections Law (Law 9.504/1997), the Odontoprev Group does not make nor will do financial contributions or donations to political parties or candidates to Executive and Legislative managerial positions.

## **8. Relations with the Media and on Social Media**

It is responsibility of all Management, Collaborators and business partners of the Organization to watch over carefully the Odontoprev Group reputation, brands and products, it being that no employee or third party may make contact with any press agency, communication professionals or government on behalf of the Odontoprev Group without prior authorization. The same rule applies to participation in lectures, forums, workshops or lives. In these situations, the employee must previously request authorization from the Organization's management through the Marketing department. Our representatives, when authorized to pronounce in the name of the Organization, must always express the Organization's point of view.

## **9. Confidentiality, Security of Information, Data Privacy and Protection.**

Information security is important for business credibility and sustainability. We must guarantee the security and guard of the information and also adopt measures to protect against invasions, attacks and information leakage.

All non-public documents and data, especially those regarding our clients and beneficiaries, besides strategic information are confidential and are the property of the Organization, as well as all information related to the products, processes, manuals, software and hardware developed, even if the Management or Collaborator has participated in their development.

It is not allowed to alter, copy, share, disseminate or allow access to third parties, reproduce, delete register data or any type of internal information of the Organization or, still related to Customers, Beneficiaries, Partners, Accredited Network and Employees without prior authorization or deviating from its activity or corporate purpose.

Likewise, the Organization values the privacy of the personal data of our beneficiaries, administrators, employees, professionals from our accredited network, as well as partners and suppliers of goods and services, and takes all necessary measures to make its activity adequate to the standards of the applicable privacy and personal data protection regulations, in particular the General Data Protection Law (GDPL), requiring its partners and service providers to take equivalent measures.

Grupo Odontoprev has a data protection officer (DPO) appointed, under the terms of the GDPL, who acts as a communication channel on the processing of personal data between the Organization, the data subjects and the National Data Protection Authority (NDPA). In addition to communication activities with external entities, the DPO is the Organization's focal point for all inquiries from employees, partners or service providers regarding privacy and protection of personal data.

In case of doubts about the legality of any activity of processing personal data, contact our DPO, through the email address [privacidade.dados@odontoprev.com.br](mailto:privacidade.dados@odontoprev.com.br).

## **10. Environment**

The Odontoprev Group has a fundamentally digital operation, not causing significant environmental impacts. Even so, the Organization does not exempt its responsibility and constant concern with the subject, acting proactively to reduce its impacts, make its employees and other stakeholders aware of the matter and compensate or neutralize the effects inherent to the business. We practice the formation of environmental and social awareness through our own activities or those of third parties as a factor for sustainable development.

In 2020, Odontoprev S.A. became carbon neutral, the first healthcare operator in Brazil to offset 100% of emissions since its foundation. This commitment shows the Organization's performance in the fight against climate change. Also in this sense, all emissions from the headquarters of Odontoprev S.A. are managed and published annually in its Sustainability Report.

The Organization does not tolerate any attitude of any stakeholder that does not fully comply with applicable environmental legislation.

Administrators and employees must follow the Sustainability Policy and develop their activities in the Odontoprev Group respecting the guidelines provided for in that Policy.

### **11. Social**

The purpose of Odontoprev Group is to promote quality dentistry and this is also reflected in the social actions carried out by the Organization. The promotion of access to oral health for people in social vulnerability takes place through the supported institutions, with donations of plans and informational materials.

All donations on behalf of the Odontoprev Group must be validated by the Sustainability and Marketing Department.

### **12. Governance**

Odontoprev S.A. is listed at B3's Novo Mercado since its IPO, in 2006, a listing segment with the highest standard of Corporate Governance.

In addition to the minimum criteria required by the list and applicable legislation, the Organization also maintains good Governance practices in line with rigorous international standards, aiming at the principles of transparency and effective and responsible communication, in addition to the commitment to professional and ethical management, ensuring sustainability of business.

The Company has a Corporate Governance structure composed of the General Meeting, Board of Directors, Fiscal Council, Advisory Committees, and the Executive Officers, responsible for managing the business.

Thus, practices contrary to the legislation and the criteria or principles of Corporate Governance adopted by the Organization are not allowed.

Any doubts about the practices adopted should be directed to the Legal Department and/or the Investor Relations Department.

### **13. Fraud prevention**

Illicit practices such as corruption, bribery and fraud are not permitted in internal processes and in business relations with external audiences.

Any activity of an unlawful nature, for its own benefit or for the benefit of third parties, including the achievement of goals, must be reported to the Ethics Committee for verification and measures, being the violator subject to sanctions provided in the CLT, without prejudice of responsibility in the spheres administrative, civil and penal.

The allegation of ignorance of the guidelines in this Code and the other procedures and policies of the Odontoprev Group does not justify illegal activity.

## **12. Money laundry prevention**

The Odontoprev Group does not allow businesses involved in any illegal conduct of money laundering or terrorist financing, having monitoring of cases that, due to their characteristics, show evidence of irregular payment. This monitoring complies with ANS Normative Resolution (RN 117/15 and later updates) and Law No. 9,613 / 1998 (Money Laundering Prevention Law) and aims to identify, in addition to deviations, payments that may represent some risk or suspected money laundering or acts harmful to the public administration.

In addition to the monitoring indicated above, the Odontoprev Group maintains as Ethics channel and encourages that suspicious practices involving any of the relationships and audiences covered by this Code be reported for investigation.

## **13. Ethics Channel**

This is a communication channel for management, collaborators, clients, members, accredited network, partners, suppliers, shareholders and the external public to register, in a confidential manner and to guarantee anonymity, facts or situations that may change the image or the business dealings of the Odontoprev Group.

The channel seeks to attend questions that may be in disaccord with legal dispositions, normative instruments, corporate policies and the Organization's procedures, besides violations of the Ethics Conduct Code of the Odontoprev Group.

Complaints to the channel can be made through the Institutional Portal: <https://www.odontoprev.com.br/>

The Ethics Channel is managed and operated by the Compliance department, which coordinates the investigation of all complaints received that have minimal evidence of authorship and materiality. The Compliance department reports to the Chief Executive Officer, with immediate and periodic reporting to the Statutory Audit Committee, an advisory body to the Board of Directors, ensuring that its work is carried out independently.

Complaints will be received and analyzed, through a formal process and measures are taken impartially, regardless of the position, function and hierarchical level and preserving the identity of the complainant.

Once investigated, the complaints are evaluated and, if necessary, recommendations for process improvements are issued and sanctions are applied to transgressors.

We do not allow any form of retaliation to the whistleblower for reporting suspected irregularity, even if the irregularity is not proven after the investigation.

### **13.1 Ethics Conduct Committee**

The Ethics Conduct Committee, composed by the following departments, is the organ responsible for the proposition and implementation of actions as to the dissemination and compliance with this Code, in such a manner as to insure its efficiency and effectiveness.

- Risk Management and Internal Controls;

- Human Resources;
- Legal and Compliance.

The Denouncements and Ethics Channel is managed and operationalized by departments that report directly to the Board of Directors, directly or indirectly, by the Audit Committee, and free of liability and operational authority regarding the Company's activities (Internal Audit, or Compliance, in accordance with the Committee internal regiment), is the entity responsible for the receipt of the denouncements, that has minimum evidence of authorship and materiality. After ascertained, the denouncements are assessed, and if needed, recommendations of process improvement are issued, and application of sanctions to transgressor are applied.

High-impact complaints are timely submitted to the Odontoprev Group CEO, who will decide if it will be presented to the Board of Directors.

On the other hand, all complaints received are reported to the CEO monthly and to the Audit Committee every six months.

In the case of a denouncement involving any member of the Ethics Committee or the CEO, the organs responsible for the analysis and verification of the denouncement will be the Audit Committee and the Board of Directors, respectively.

#### **14. Final considerations**

Taking into consideration that it is difficult for an Ethics Conduct Code to cover all the situations found in practice, we believe in a sense of judgment of all, providing incentive to consult, in the case of doubt, your immediate superior or alternatively the Ethics and Verification Committee.

All Odontoprev Group employees have responsibility to ensure that they are familiar with the Code of Ethical Conduct. The Compliance department provides periodic training to ensure complete adherence and understanding of the document.

Conflicting situations within the Code of Ethical Conduct or which are not contained in it could arise in an unexpected manner in our day to day work, the responsibility or the respective positioning being up to each person, remembering that the law is above all aspects of the Code of Ethical Conduct.

Violations of the Code of Ethical Conduct are subject to the appropriate disciplinary actions, independent of the level of hierarchy, without prejudice to the appropriate penalties of the law and must be remitted to the Ethics Channel and other means of communication available, in a clear and transparent manner and with the maximum of detail possible concerning the situation. The identity of the complainant will be treated in secret if so requested. The confidentiality of the information shall always be maintained, except when there is expressed authorization by the complainant.