



# CODE OF **CONDUCT**

## **PURPOSE**

The purpose of this Code of Conduct (“Code”) is to adapt Bemobi Mobile Tech SA (“Company”) and its subsidiaries and its Stakeholders (“Stakeholders”) to best practices and rules of conduct in order to manage our business transparently, professionally, ethically and with mutual respect.

Following this Code is essential for us to continue to deliver outstanding performance in our market while generating wealth and income in a socially responsible manner through relationships permeated by the highest level of integrity and honesty.

## **APPLICATION**

This Code is a tool to steer the personal and professional conduct of our management, committee members, Stakeholders, interns, suppliers and regular service providers (“Stakeholders”) Stakeholders and it should be taken as a formal declaration of commitment to the principles and rules of business and social ethics that Stakeholders they must follow.

Stakeholders must carry out their activities on behalf of our organization while following this Code at all times. Therefore, all Stakeholders must sign a statement to the effect that they are aware of the code, agree to its content and promise to fully observe and comply with it.

## **ETHICAL GUIDELINES, PRINCIPLES AND VALUES**

We attach great importance to fulfilling our commitments to our clients and our reputation in the eyes of the community in general. Therefore, all Stakeholders must be aware that transparency should permeate their everyday practices both internally and externally. Each Employee must carry out their duties in accordance with fairness, legality, consistency, transparency, ethics and honesty in all practices and decisions.

Stakeholders must respect any and all applicable laws or regulations and combat any type of fraud, corruption or practices of acts

harmful to our company, its clients and shareholders, as well as the public administration.

Likewise, Stakeholders must observe the high ethical standards, principles and values that guide our activities, including integrity, innovation, client and market focus, quality, recognition of human beings, respect for employment relationships in the workplace, social responsibility and sustainable growth.

## **GENERAL CONSIDERATIONS**

Any act or omission that implies violation of our laws, regulations and internal policies will be deemed a severe fault subject to legal and regulatory sanctions and disciplinary measures.

If an Employee has questions or identifies any situation that violates this Code or related policies, internal procedures and / or any applicable legislation or regulation, they should contact their superior or, if they prefer, report the case through our channel (“Whistleblowing Channel”).

Information provided through the Whistleblowing Channel will always be treated with secrecy and confidentiality.

In any conflict of interest situation, the Company’s interests should prevail over the private interests of Related Parties (as defined in our Policy for Related Party Transactions and other Potential Conflict of Interest Situations). Any and all decision-making, regardless of hierarchical level and activity, must obey the ethical principles set forth in this Code.

## **INTERNAL RELATIONSHIP**

We are committed to fostering an ethical, safe, non-discriminatory and healthy workplace for everybody. Therefore our management, committee members, employees and interns must base their attitudes on our principles and values and follow this Code, our policies, internal procedures and / or any applicable laws or regulations (as applicable) when conducting activities on behalf of the Company.

Our employment and labor relations must be guided by cordiality, discipline, empathy, mutual respect and trust, regardless of position or duties performed.

Equitable treatment in interactions between employees and managers is also essential. We do not allow discriminatory or prejudiced conducts such as those related to race, color, age, gender identity, sexual orientation, marital status, descent, ethnicity or national origin, religion, disability, union affiliation or political conviction, or any other discriminatory condition.

We do not tolerate any type of harassment, including moral, sexual or economic harassment, or other abusive conduct in relationships between employees, managers and providers or suppliers that induces a hostile, intimidating or embarrassing physical or psychological environment.

We do not tolerate any conduct related to money laundering, terrorist financing, smuggling weapons and narcotics, sexual, child exploitation or modern slave labor. Our employees, managers and suppliers must comply with laws and regulations on this matter in the locations in which they operate and should immediately contact us through our Whistleblowing Channel if they detect suspicious activities related to the above issues.

All Stakeholders must be in compliance with safety and protection measures and practice them while in our facilities or on company business including when traveling to their workplace or point of service. They must also immediately report any unsafe condition, accident or incident to the head of the department in question.

## **EXTERNAL RELATIONSHIP**

### **CLIENTS**

Our client-focused approach to business is key to our success, so we are committed to building solid and reliable relationships as well as enhancing the quality of our offering of goods and services.

Our client service must be polite, respectful and transparent. Stakeholders must behave ethically, prioritize good relations with each other and

clients at all times, and preserve our image in clients' eyes. In addition, our Stakeholders must not offer or advertise any goods or services other than those within the scope of our business.

All questions raised by clients must be analyzed and answered within a period that matches their expectations and needs while following our procedures.

## **SHAREHOLDERS, CAPITAL MARKETS AND CORPORATE GOVERNANCE**

We follow normative models that foster transparency, equity, accountability and corporate responsibility.

We and our Stakeholders are dutybound to:

- i. ensure good relations with the company, its clients and shareholders while fulfilling legal requirements;
- ii. always act for the good of our business in order to uphold the financial security of its business;
- iii. report to shareholders, investors and the market in general, in a precise, sufficient and transparent manner, through the competent department or business area, to explain our main measures or decisions taken in line with applicable laws and regulations;
- iv. fully and faithfully comply with any applicable anti-corruption rules (“Anticorruption Law”);
- v. conduct our activities responsibly in relation to health care and protection and the environment, seeking, whenever feasible and over time, to reduce and minimize environmental impact caused by our operations and ensure this commitment to sustainability spreads to our Stakeholders, managers, suppliers, clients and the community in general.

We will also seek to support the socioeconomic and cultural development of our local communities while encouraging and recognizing voluntary participation of our Stakeholders and administrators in community actions and activities fostering the exercise of citizenship.

## **SUPPLIERS AND SERVICE PROVIDERS**

Our relations with suppliers and service providers are based on professionalism and mutual respect, guided by impartiality, grounded on basic principles for the procurement of materials and services that formalize our ethical commitment.

The process of arranging contracts or service agreements with suppliers and service providers is the sole responsibility of the department or business area that will be the direct recipient of these services. Stakeholders from other departments or business areas are not authorized to arrange contracts without obtaining agreement from the department or business area in question.

Our work must be steered by transparent selection criteria in order to comply with all legal and ethical requirements defined in this Code and our other internal policies and procedures.

All purchases of goods and services must seek the best cost-benefit ratio while ensuring quality meets technical standards and applicable legislation and fulfills commitments and schedules as agreed.

We do not condone corruption, fraud or any other illegal practices and we have internal policies in place to prevent or detect any suspicious incident. Suppliers and service providers must not be connected to or involved in any illegal activities. If the practice of any act or omission that results in corruption, fraud or other wrongdoing is detected, it will be duly reported to the competent authorities.

Any service providers failing to comply with employment law or provide collective or individual safety equipment are subject to contractual cancellation.

Any use of our suppliers' services for personal purposes must be arranged independently of services engaged by our company and all expenses related to said services must be paid for by the Employee after obtaining their superior's consent in all cases.

Invitations to attend lunches, dinners or other vendor-sponsored events are common practice. However, there are limits on the type of event or

amount involved. Invitations may be accepted as long as they are framed as commercial, promotional or advertising practices and must follow our other rules too.

The cost of tickets and accommodation for our clients and suppliers for technical visits, workshops, congresses, fairs, tickets and similar items must be previously submitted to the Company and will only be reimbursed if previously and expressly approved by the competent body.

## **MEDIA**

Our relations with the press are based on trust, mutual respect, ethics and professionalism. Disclosure of information to the external public will be managed by our marketing or investor relations departments depending on the case. Unless authorized by our management, these departments alone may communicate with the media. Recordings and interviews may take place only after our marketing or investor relations department has been informed and/or assessed them whichever is appropriate.

If an employee identifies any information that is disclosed incorrectly or that appears to have a negative impact and is consequently damaging for our image and reputation, this employee must immediately inform the marketing department so that appropriate measures can be taken.

We do not recommend associating the company and its names / brands with employee's profiles on their social networks, except for those of an exclusively professional nature. Posting photos or videos that show the workplace environment or any identification of products is not allowed, except for posts already broadcast in media by the marketing department or otherwise expressly authorized by this department. [Note: The idea is that employees should not post their daily work activities or company's business in social media. Reasonable and private LinkedIn, Facebook, Instagram posts should be ok.

Our managers and Stakeholders must also observe, where applicable, the Company's Policy for Disclosure of Information and Securities Trading, as applicable.

## GIFTS AND DONATIONS

Gifts, meals or other pecuniary or non-pecuniary benefits must not be offered or taken transparently and must be used as a means of influencing any of our business decisions or to confer a private gain, benefit or advantage on a certain person. Receiving and offering gifts, presents and courtesies must follow the rules and values stipulated in our internal guidelines.

In view of their social responsibilities, any contributions and charitable donations made on our behalf in the social, cultural or environmental context are allowed, provided that the following criteria are observed:

- ▶ be permitted by local laws and regulations;
- ▶ be made for philanthropic or other non-profit entities, registered and in good standing;
- ▶ the objectives of the benefited entity are aligned with our values;
- ▶ be of reasonable value; funds must be transferred to a bank account held in the name of the beneficiary entity;
- ▶ not be made in order to obtain any undue advantage;
- ▶ be approved by our management.



## **PUBLIC ENTITIES AND GOVERNMENT BODIES**

Our Stakeholders are obliged to comply with all laws applicable to their sector of activity (laws, regulations and standards in general), as well as all laws that prohibit corrupt practices and that may give rise to our liability, including the anticorruption laws.

We repudiate and refuse to tolerate corrupt practices by our Stakeholders. Stakeholders are not allowed to use on our behalf our resources or assets, to make financial contributions or in any other way donate to political parties or candidates running for office.

Stakeholders may join clubs, political parties and other social or political institutions, provided that this does not prejudice the performance of their duties as company Stakeholders.

We do not allow anyone to run campaigns in our facilities or wear badges alluding to the above mentioned matters.

Nor do we allow the wearing of uniforms, T-shirts bearing logos, badges or any emblems that associate our mark or brand with participation in events or interviews unrelated to our company or in political acts.

## **COMPETITORS**

We believe in fair competition so our Stakeholders' competitiveness must be based on their ability to negotiate with suppliers and manage business matters ethically.

We condemn attitudes involving corruption, cartel formation or practices or actions that could defraud the mechanisms charged with oversight of the sector.

We do not allow our Stakeholders to directly or indirectly comment on competitors' products or services in order to publicly and / or internally denigrate a competitor's image.

Any actions deemed anti-competitive, such as price fixing, sharing clients and markets, refusing to sell, among others, are prohibited and must be reported to the hierarchical superior of anyone who has identified such instances or reported them through our Whistleblowing Channel.

## PERIODIC TRAINING

Our periodic training program is mandatory for all employees in order to ensure proper quality and awareness of their conduct, principles, concepts and procedures as stipulated in this Code.

## CONFIDENTIALITY

“Confidential Information” means:

- i. all commercial, technical, strategic and professional information regarding our company, our clients and / or partners;
- ii. any existing intellectual property rights, including, without limitation, copyright, rights to inventions, trademarks, computer programs, and confidential information, business secrets and know-how;
- iii. standards or templates, compilations, methods, techniques, processes or knowledge that accrue economic value due to the fact that they are not generally known or easily determined by third parties by their own means; and
- iv. any of our information, which, by its nature, is reasonably expected to be treated as confidential.

Confidential Information, whether in physical, electronic or verbal format, is a valuable asset and must be treated with due confidentiality, since its improper use, disclosure or early disclosure may lead to risk and harm for our image and results.

Employees’ duties include:

- i. ensuring confidentiality for Confidential Information and preventing its leakage;
- ii. advise suppliers, third parties and / or partner companies to respect any Confidential Information to which they have access; and
- iii. adopt practices that preserve confidentiality of Confidential In-

formation, which must be protected against unauthorized access; uses of information must be limited to contractual purposes.

- iv. Stakeholders are not allowed to:
- v. disclose or share Confidential Information with other Stakeholders or third parties who do not need it to do their jobs, regardless of the media (printed, electronic or verbal); or
- vi. distribute (in electronic or printed format) and use our standards / templates /forms for own and / or third-party purposes unrelated to our own purposes.

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## WHISTLEBLOWING CHANNEL

Stakeholders, clients and other stakeholders may send queries and make suggestions or report any breach of this Code, our policies, internal procedures and / or applicable regulations or legislation, by using our Whistleblowing Channel (phone or internet) in writing or personally.

Any complaints will be reported and analyzed by our Audit Committee, which will forward cases to our management to take the necessary measures.

For our Stakeholders and the general public, we have set up an exclusive channel to report situations considered unethical that breach this Code, our policies, internal procedures and / or current legislation.

All reports, which may be made anonymously, will be received by our Audit Committee or by a specialized independent company whose services we have engaged. All complainants will be assured confidentiality, absolute secrecy and appropriate treatment for each situation exempt from conflicts of interest.

Reports are not traced, and the identities of those reporting are fully protected. Reports or complaints may be forwarded at any time through the channel on our website.

## DISCIPLINARY MEASURES

Practicing illegal or wrongful acts that breach or may breach current legislation and regulations, or any breaches or suspected breaches of this Code and our internal policies and procedures, will subject Stakeholders to the following disciplinary measures, as applicable:

- i. verbal or written warning;
- ii. suspension; and
- iii. termination, dismissal for just cause or termination of contractual relationship (as applicable), without prejudice to legal measures related to compensation for damages and reporting the facts of

cases to the competent authorities.

Disciplinary measures will be applied:

- i. by our Ethics Committee, if in place; or by the officer responsible for business area of the Employee in question;
- ii. by our Chief Executive Officer, in cases of non-compliance by an officer;
- iii. by the Board of Directors, in cases of non-compliance by the Chief Executive Officer or a member of an advisory committee;
- iv. by other members of the Board of Directors, in cases of non-compliance by a member of the Board of Directors.

## FINAL CONSIDERATIONS

The ethical principles and values set forth in this Code provide the basis for negotiating contracts, agreements and proposals to amend our by-laws and develop policies to guide the entire Company. If there is a conflict between this Code and our Bylaws, the latter shall prevail, and the Board of Directors shall take all necessary measures to adapt this Code to the Bylaws.

Our internal rules and regulations may add further conduct-related obligations to those set forth in this Code since its contents are not exhaustive.

This Code was approved by the Board of Directors on October 13, 2020 and comes into effect on the same date. It should be reviewed by the Board of Directors whenever necessary to ensure that it meets the needs of our Company, our business and other stakeholders.

This Code is available on our Investor Relations website and on the CVM (CVM) website (<http://www.cvm.gov.br>).



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