

## PRYOR GLOBAL Code of Conduct

### **Pryor Global Message**

To provide services of excellence to its clients in an efficient, ethical and correct manner, following the objective of making a constructive contribution to the country and other communities in which we are inserted, retaining and developing talents, using state-of-the-art technology tools, in all its segments of operation.

Our success depends not only on what we do, but also on how we do it.

Our commitment is to do what is right. We understand that there are cultural differences around the world, but these differences have never been strong enough to explain the absence of honesty.

The Code of Conduct establishes rules of behavior expected from everyone rendering services to the company, applying indistinctly to partners, directors, managers, employees and all those who provide services to Pryor Global in all its segments and Lines of Business.

Facing difficult decisions in our professional life is a day-to-day challenge. We want the Code of Conduct to be a guide for the normal exercise of our values of integrity, respect, discipline, sociability, group work with a high quality of excellence.

We encourage you to read the Code of Conduct carefully and to report any misconduct of which you become aware in a timely manner directly to your immediate supervisor or other senior segment or function manager; the H.R. (Human Resources) leader; a member of the Legal Department; CEO and/or Chairman of the Board.

We encourage ethical and responsible behavior, with strict compliance with the law by all our employees, whatever their title, position or function in the company are.

Thank you all.

**Pryor Locatelli Consultores Ltda**  
**Pryor Insurance Corretora de Seguros Ltda**  
**Pryor Consulting Services Ltda**

## INTRODUCTION

The Code of Conduct is focused on the values recognized by Pryor Global and should guide our decisions and behavior in business, as a company and as individuals, governing our relationships with customers, suppliers, public agents, the community and employees.

These principles, rules and practices reflect who we are, what we do and how we do it. It is important that each of us adopt the Code of Conduct and disseminate its guidelines for mandatory use in everyone's daily lives.

The Code of Conduct has been approved by the Pryor Global Board and is supplemented by policies, processes and procedures developed by the company's management, which offer guidance on the principles and practices that the company expects us to follow.

In case of doubt, or if there are suspicions, concerns and situations that may indicate conduct in disagreement with the Code of Conduct, contact your immediate leader, senior partner of your line of business, or activate the areas of HR (Human Resources), Legal, CEO and/or Chairman of the Board.

## COMPLIANCE

To what and to whom does the Code of Conduct apply?

## PURPOSE

The Code of Conduct applies at work and connected to the assignments with Pryor Global employees performed inside and outside the company.

## PERSONAL RESPONSIBILITY

Everyone who works and/or provides services to Pryor Global must comply with the rules of the Code of Conduct, including partners, directors, executives, managers, supervisors, as well as employees and those contracted under the contractual obligation, must comply with it and comply to the policies, processes and procedures developed by the company and applicable to the activities assigned to each one.

## MANAGERS' RESPONSIBILITY

Managers, in addition to complying with the Code of Conduct, have the duty to:

- Develop the necessary effort to ensure that all employees under their supervision, as well as those hired under contractual duty, have read, understood and committed to comply with the Code of Conduct;
- Encourage and demonstrate by their own attitudes, inside and outside the company, the need to comply with the Code of Conduct;
- Ensure that everyone who works externally with Pryor Global, including service providers, consultants, ensures understanding and acceptance of the company's standards of conduct.

Partners, Directors and Managers are required to certify "compliance" with the Code of Conduct personally and to make sure that the employees under their supervision have also done so.

Certification of compliance with the Code of Conduct must be obtained annually and verified by the Pryor Global Compliance Committee, which is appointed by the Board for a term of two (2) years.

## **TRAINING**

Every employee must receive training in adapting to the Code of Conduct (i) upon admission to the company's services; and (ii) reinforcing the duty to comply with the Code of Conduct and its rules, once a year.

The training and compliance material will be preserved by electronic means and will be made available by the Human Resources area of Pryor Global.

## **CONTRAVENTIONS OF THE CODE OF CONDUCT**

Pryor Global will not tolerate contravention of the Code of Conduct. Reported allegations will be investigated and disciplinary actions will be taken if such allegations are proven.

Disciplinary actions will be taken in evidenced cases in which the employee:

- has committed an action of direct offense to the Code of Conduct (herein included the action of rendering services and/or participation in business, inside or outside the company, related to the work performed in the company, for his/her own benefit or that of related third parties);
- has approved an action or has colluded with an action of disrespect to the Code of Conduct; or
- has knowledge of an action of non-compliance with the Code of Conduct committed by another and not report it to the company.

The nature of the disciplinary action will depend on the severity of the misdemeanor, including oral reprimand, written reprimand, suspension and dismissal.

If the contravention of the Code of Conduct is also a violation of any law or regulation, the company will have the right to report the act to the corresponding authorities and will not pay any fine or other payment related to the action.

## **INFORMATION ON CONTRAVENTION OF THE CODE OF CONDUCT**

All employees must immediately report knowledge or suspicion of an action to contravene the Code of Conduct. The investigation will be conducted by a senior partner of the company.

If the employee has doubts about the conduct of disrespect to the Code of Conduct, he must report his doubts to the immediate supervisor or other senior of the segment or function;

- to the R.H. (Human Resources) leader;
- to a member of the Legal Department
- to the CEO

Information will be handled in accordance with the internal policy of Pryor Global.

Should the employee not feel comfortable in reporting his/her doubts to the positions described above, he/she may do so to the acting Chairman of the Board, who will keep the necessary reservations. The employee will not suffer any kind of retaliation or punishment for the information provided in good faith.

### **COMPLIANCE MONITORING**

Reports demonstrating the types and number of doubts reported and the result of the investigations conducted will be periodically submitted to the CEO by the Compliance Committee, who will present them at a Board meeting with information on the measures taken in each case.

### **PRYOR GLOBAL COMPANY MISSION AND UNCONDITIONAL VALUES**

Pryor Global's Mission is to generate value, transforming the Brazilian business environment complexity, through integrated solutions that provide more protection, security and efficiency.

In addition, our goal is to be a leader in integrated business solutions, contributing to the sustainable development of companies and of our country.

Our strategy includes primarily achieving and exercising:

- Fair and adequate return to investors;
- Safety and excellence in the work environment;
- Total Client satisfaction;
- Recognition of active participation in the societies and public in which we operate.

We are proud of the work we have been developing through time and we seek to be a leading company in the services market of all segments in which we operate. We believe that it is not enough to do well; we also have to do it right.

Living these values is the daily exercise of Pryor Global.

- Trust that generates credibility.
- Ethics that generates transparency.
- People with valorization, respect, and incentive to growth.
- Innovation that generates transformation.
- Proactivity that creates adaptation velocity.
- Meritocracy: recognition of people and teams with high performance.
- Collaboration that generates synergy.
- Ownership attitude.

## **RULES OF THE CODE OF CONDUCT**

### **OUR BUSINESS - MANAGING ACTIVITIES WITH SUSTAINABILITY**

#### **Our Network**

- We value our brand and our reputation;
- We stimulate the quality of services provided to our customers with appropriate methodologies and training of our employees.
- We keep our assets and resources safe monitoring their use and their availability for appropriate commercial purposes;

#### **Our Clients**

- We provide quality services to clients compatible with our technical and market qualifications.
- We keep an attitude of independence, determination and objectivity, avoiding apparent and real conflicts of interest;
- We act in a legal, ethical and law-abiding manner, observing our client's interest, public and social interest;
- We protect the confidential information of our clients and use it only in the need to provide adequate professional services;
- We promote the services of all segments, competing in a fair and honest way.
- We prohibit bribery and acts of corruption by our professionals and do not tolerate irresponsible, unethical and illegal behavior by clients, suppliers and authorities.

#### **Communities**

- We encourage the engagement of all those who relate to us and commit to our principles and values and the way we conduct our business;
- We contribute, to the extent possible, in the markets with which we relate, to the better functioning of the market economy;
- We follow a high standard of ethical and responsible posture;
- We work with other companies, government and philanthropic entities to develop citizenship and stronger communities;
- We value the work and the strength of the accounting profession in the market economy;
- We manage our environmental impact in a responsible manner.

## **Our workforce - practices and work environments**

- Our commitment is to make Pryor Global the best place to work.
- We understand that a good return to investors requires our ability to hire and retain an engaged, diverse and high-performance workforce.
- We recognize that a diverse and talented workforce represents an undeniable competitive advantage and guarantees a safe, rewarding environment free from all forms of illegal discrimination, harassment or inappropriate behavior;
- We have a policy of recruiting professionals based on competence and performance, regardless of age, nationality, race, gender, religious inclination, political inclination, physical ability or cultural background;
- We require our employees to act in an objective, ethical and professional manner;
- We encourage our employees to approach ethical issues with courage and without fear of retaliation;
- We invest in the development of our professionals to achieve their full development;
- We have an inclusive culture and teamwork free from intimidation, discrimination and harassment;
- We treat everyone with respect and dignity;
- We respect the confidentiality of our employees' personal data;
- We provide a safe and healthy working environment.

## **HEALTH AND WELLNESS**

We promote a healthy and safe environment, without violence or negative influences that may divert us from our responsibilities, valuing life, preserving health and integrity in accordance with labor safety and environmental standards.

Our goal is to minimize possible risks of accidents through the proactive action of our employees and suppliers. In the same way, we expect our suppliers to provide a healthy environment with safe working conditions to their employees, and offer their products and services with quality, in accordance with the contract.

It is not acceptable and we will not risk our own safety or that of others working under the effect or influence of:

- Illegal substances;
- Narcotics;
- Alcohol;
- Drugs prescribed by a doctor, which affect and/or may affect our conscience and judgment.

Weapons of any kind are not allowed in Pryor Global premises (Headquarters and Branches) except for people authorized by law to carry a certain weapon and upon justification by their professional condition.

## **ENCOURAGEMENT OF DIVERSITY AND NON TOLERATION OF DISCRIMINATION**

We respect diversity, promote hiring, and prohibit discrimination based on gender, race, color, sexual preference, religion, creed, nationality, region of origin, persons with disabilities, marital status, age, or any other characteristic protected by law.

We encourage everyone to always treat people in an honest, fair, dignified and respectful way.

## **HARASSMENT AND ABUSE OF POWER**

We will treat each other with mutual respect and dignity. We will not tolerate harassment of any nature, whether verbal, moral, sexual, or abusive situations that constitute pressure, intimidation, or threats to anyone we relate to, regardless of hierarchical, social, or commercial interest level.

## **COMPLIANCE WITH LABOR RULES**

We are committed to comply with applicable federal, state and local labor laws and regulations, as well as pertinent labor conventions, corporate policies and procedures related to compensation, hours and safety issues.

We do not accept slave labor and child labor, either within Pryor Global or from our business partners.

## **GUARANTEE OF NON-RETALIATION AND MUTUAL RESPECT.**

We ensure that there is no retaliation for all who demonstrate in "good faith" at any hierarchical level. We will always listen to suggestions, concerns, suspicions and questions. We understand that this communication has an important role for a healthy and productive work environment and business relationship.

The term "good faith", in this context, demonstrates the sincere attempt to confirm the principles and guidelines of Pryor Global, contributing to a transparent work environment.

## **HOME OFFICE**

It became necessary to work in the Home Office mode, due to the Corona Virus pandemic.

The Home Office regime is being adopted for an indefinite period, but Pryor Global will be able to summon employees under the Home Office regime, whenever necessary, to attend the company's premises.

All requirements and determinations will be better addressed and clarified in Grupo Pryor Global's Home Office policy.

## USE OF SOCIAL MEDIA

The image you convey to others helps build your reputation. It is the result of your values, of your attitudes, of the ideas you stand for.

The way you act and interact says a lot about you and consequently has repercussions on the company you work for - including what you post on social media. So, to preserve your and our reputation, it is important to know how to behave in any circumstance: as an individual or as a Pryor Global employee.

Inappropriate attitudes are wrong and should be avoided everywhere. At home, at work, on the street, on Facebook, on Instagram, on LinkedIn or any other social media.

Therefore, some tips and fences are: (i) do not provide confidential information and never discuss Pryor Global's business performance or other sensitive matters publicly; (ii) do not quote or reference customers, partners or suppliers without their approval; (iii) do not post anything that might embarrass a customer; (iv) respect the public and co-workers and (v) Always comply with Pryor Global's code of conduct.

Oh, and be careful with Fake News, these are false or distorted news broadcasted as if they were true with the intention of drawing attention, which spread mainly through social media. Because of their dramatic or controversial content, Fake News can gain a lot of visibility, causing damage to the reputation of individuals or companies. Important: Fake News is not always absurd. In fact, the most "dangerous" are those that distort facts and create untrue situations to the point of being taken as true and achieve their goal of taking advantage of people's beliefs.

Remember: on social media and off, you are responsible for your actions. Always use common sense and be a multiplier of thousands of positive stories.

## RELATIONSHIP WITH THIRD PARTIES

### Conflict of interest

Our personal interests should not be confused with those of Pryor Global. Therefore, our decisions must be exempt, impartial, guided by common sense, law and ethics and strictly based on the interests of our firm.

Personal interests involve those of our family members, friends, organizations of which we or people from our personal relationship are part. We must avoid, step aside and communicate situations that appear or give the impression of a conflict of interest, even if the circumstances are not provoked or intentional.

In the case of providing services/products the expense approver may not hire their direct relatives (first<sup>o</sup> and second degree<sup>o</sup>) and first and second degree<sup>o</sup> relatives of their managers/subordinates as service providers.

- First degree relatives: mother, father, spouse and children;
- Secondary relatives: grandparents, siblings, uncles, nephews and grandchildren.



## **Relatives**

We allow the employment of people who are related to each other, including direct (parents, siblings, spouses and children), but these employees may not work in the same management, have a relationship of subordination and occupy a position that may affect the hiring, evaluation, promotion or dismissal of the other.

The cases already existing on the date of implementation of this Code of Ethics must be formally communicated to the immediate superior and reported to the HR (Human Resources) area, to be duly treated.

## **Parallel professional activities**

We forbid any kind of parallel professional activity that has a direct or indirect relation with the competition. Employees who have parallel professional activities, such as commercial ventures, academic teaching and research activities, consulting services, etc., are encouraged to report their condition to their manager, who will evaluate possible conflicts of interest and eventual competitive situations with the working hours.

## **Gifts, gifts and entertainment**

We preserve our image and avoid the occurrence or appearance of an improper relationship with suppliers, customers, financial institutions etc., the following points should be considered:

- It is prohibited to offer or receive cash offers for any reason;
- Promotional and institutional gifts with no commercial value may be accepted;
- Participation at the invitation of suppliers, clients, partners or competitors for presentations, courses, lectures and related activities must be aligned with the interests of Pryor Global and approved by the immediate superior and the leading partner in the area.

## **Public and Private Entities**

We conduct our business relationship with transparency and in accordance with legal and regulatory standards. We avoid privileges of any nature; we do not make promises that we cannot keep and that are not in accordance with Pryor Global's Code of Ethics and other policies developed by the company's management and administration body.

We use, in communication with the public and private sectors, a formal language, objective and inserted in the business context, eliminating doubtful interpretations.

In the case of OFFERING, REQUEST or ACCEPTANCE of institutional and/or commercial gifts, entertainment, participation in commemorative events with public agents, we must follow the following exemplary and non-exhaustive criteria:

- Be reasonable and related, in good faith, with the purpose of the business;
- They must not be excessive or have the appearance of waste or squandering and distinct criteria among public;
- They may not involve relatives or relatives of public agents;
- All gifts and presents cannot have commercial value and must be of cultural or social value/themes/concepts related to Pryor Global.
- They must be documented and registered in the locations where they are offered. NEVER IN CASH OR ITS EQUIVALENT.
- Avoid that such situations/concessions are understood or have the appearance of an attempt to influence the public agent in an improper manner.

We will not make formal or informal agreements with our competitors to manipulate prices or public and private bids.

We observe and comply with all competition laws and other laws that protect free competition.

Prevention and fight against fraud, bribery and corruption

## **COMMERCIAL PRACTICES**

### **Free Competition**

We fight bribery and corruption in every sense, in every form in which it presents itself, whether directly or indirectly, whether in the public or private sector.

Many countries, including Brazil, prohibit individuals and companies from offering bribes to individuals and government representatives, as well as prohibit government entities from requesting and receiving bribes.

These actions, when taken, bring serious consequences, including imprisonment and heavy fines, for contravening existing laws.

Never offer, promise or give or imply, gifts, favors, payments, in any form whatsoever or to anyone.

We fight all forms of corruption and fraud. Corruption is defined as the abuse of power by a person to obtain advantages for himself or others, always involving one or more public agents and one or more private agents. Fraud is the intentional act of omission or manipulation of transactions, tampering with documents, records, etc. with the intention of deceiving or misleading someone or some obligation, which can occur both in the public and private sphere.

We do not allow our employees to offer services, entertainment or any benefit of value, directly or indirectly, to any authority or employee of the Government, state companies and other public bodies for the purpose of influencing an official act or decision in order to obtain or maintain or secure an undue advantage, such as expediting the issuance of a certificate, obtaining a tax reduction or defrauding a bidding process.

## **PREVENTION OF MONEY LAUNDERING**

We strive to comply with the Money Laundering Prevention Act and related regulations, we will not assist, execute, share or accept procedures whereby individuals or companies attempt to conceal resources from criminal activities or attempt to make them appear lawful.

## **POLITICAL CONTRIBUTIONS**

It is Pryor Global's policy not to make contributions to political candidates or political parties.

Employees and third party associates who act in a personal capacity as citizens and make political contributions in a personal capacity cannot and should not indicate their affiliation to the company.

## **DATA PROTECTION**

Pryor Global is committed to protecting the data security and privacy of natural persons (customers, employees, service providers and other contractors), reaffirming its respect and commitment to comply with the rules of privacy and personal data protection in compliance with Law No. 13.709/18 - General Data Protection Law (LGPD).

The General Data Protection Law - LGPD requires greater care with issues involving the processing and use of personal data, with Grupo Pryor Global having a Personal Data Privacy Policy that seeks to comply with current legislation, good data governance practices and international standards.

Therefore, in compliance with the General Data Protection Law (LGPD), Pryor Global's partners, employees, service providers and contractors shall handle personal data in good faith, observing the purpose for which such data is intended and the need for such treatment, as well as keeping confidentiality and secrecy about the "personal data" to which they have access.

The right to privacy and protection of personal data is assured by the implementation of robust, effective, and up-to-date physical and organizational processes to ensure that all processing of personal data is securely performed in all of Pryor Global's relationships with its customers, employees, partners, and suppliers.

These processes aim to ensure that all personal data is processed lawfully, transparently, for legitimate purposes and in a non-abusive manner, in compliance with legal principles and Pryor Global's Privacy Policy guidelines. When conducting the activities of Pryor Global, if it is indispensable to share personal data with third parties, it must be certified that care has been taken to preserve the confidentiality of such data and the strict purpose for which they were shared.

In other cases, the sharing of personal data maintained by Pryor Global is strictly prohibited.

The collaborators who do not comply with the rules, procedures, technical and organizational measures, as well as the notices and internal instructions made available by Pryor Global to comply with the protection of personal data and privacy, may be subject to disciplinary action, without prejudice to civil and criminal liability, with the consequent obligation to indemnify Pryor Global or third parties for damages suffered as a result of their non-compliance.