



# PROFESSIONAL ETHICS AND BEHAVIOR POLICY CODE

2018

RIO CREATIVE CONFERENCES LTDA.  
(CNPJ/MF Nº 26.079.220/0001-46)  
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## TABLE OF CONTENTS

1. OBJECTIVE .....	3
2. DEFINITIONS.....	3
3. COVERAGE.....	4
4. DURATION .....	4
5. FUNDAMENTAL PRINCIPLES .....	5
6. CLIENT BEHAVIOR POLICY.....	6
7. PUBLIC ENTITY BEHAVIOR POLICY.....	6
8. INTERNAL BEHAVIOR POLICY.....	7
9. COMMUNICATION WITH MEDIA OUTLETS .....	8
10.CONFLICT OF INTEREST .....	8
11.BENEFITS .....	9
12.CONFIDENTIALITY POLICY .....	9
13.TRAINING POLICY .....	10
14.MANDATORY REPORTING OF ILLEGAL ACTIVITIES AND VIOLATION of RULES .....	10
15.COMPLAINTS CHANNEL .....	11
16.VERIFYING VIOLATIONS .....	11
17.PENALTIES .....	12
18.SUSTAINABILITY PRACTICES .....	12

## 1. OBJECTIVE

1.1. This Ethics and Behavior Policy Code ("Code") has the objective of establishing ethical behavior standards, which must be met by all of the Rio Creative Conferences Ltda. partners, administrators, employees, service providers, collaborators and interns. (respectively "Collaborators" and "Rio2C" or "Company"). Collaborators have to comply with and follow the orders and requirements described in this Ethics Code. In addition, they are professionally responsible for acting ethically in all services and professional activities they are involved in.

1.2. Additionally, Collaborators must act consistently in relation to the Rio2C Behavior Policy, which is detailed herein.

## 2. DEFINITIONS

2.1. For the purposes of this Code, unless another significance is expressly assigned to them, the definitions listed below will have the following meanings:

- a) "Administration": Rio2C administration Collaborators;
- b) "Complaints Channel": channel where complaints by a Collaborator may be forwarded to via e-mail, to the following address: *denuncias@rio2c.com*.
- c) "Clients": one or more individuals, or legal corporation, as well as government officials, who hire services or are in other way related to Rio2C;
- d) "Professional Ethics and Behavior Policy Code" or "Code": this document;
- e) "Collaborators": all of Rio2C's partners, administrators, employees, service providers, collaborators and interns.
- f) "Conflict of Interest": any situation in which there is a possible or effective incompatibility between Collaborators' personal or family interests and Rio2C's collective interest, so as to influence directly or indirectly and/or compromise its performance, or place its Clients in a disadvantageous position.
- g) "Compliance Officer": person in charge of Rio2C's compliance related mechanisms, chosen by the Administration among Collaborators, for an indefinite period; and

- h) “Anti-corruption Law”: Law No. 12,846 from August 01 2013, as amended, as well as Decree No. 8,420 from March 2015.

### **3. COVERAGE**

3.1. This Code reflects the best practices in relation to the market's moral and ethical conduct and together with the legislation in force, notably the Anti-Corruption Law, is part of the rules that govern the relationship of Rio2C Collaborators and third parties. For this reason, both existing Collaborators and those who become Collaborators in the future, must receive a copy of this Code, as well as sign a Standard Form Contract in relation to the referred documents.

3.1.1. The Standard Form Contract referred to in the previous item is attached herein.

3.1.2. The Compliance Officer must file at the Rio2C head office, for a period of at least 5 (five) years, an original copy of the Standard Form Contract signed by each Collaborator.

3.2. Rio2C will make a copy of this Code available at the head office for consultation.

3.3. In case of doubts related to the interpretation of the rules herein, or if necessary, Collaborators must seek advice from the Compliance Officer. It is the duty of every Collaborator to report to the Compliance Officer any violation or possible violation of the principles and rules herein, thus, preserving the interests of Rio2C Clients and watching over Rio2C's reputation.

3.3.1. Even if there is only the suspicion of a potential conflict situation or the occurrence of an action that may affect Rio2C's interests, Collaborators must follow the above guidance. This is the most transparent and objective way of consolidating Rio2C's cultural business values and reinforcing its ethical principles.

3.4. The non-compliance of the rules herein will be considered a contract violation and be subject to penalties, in the terms of this Code, without prejudice to any applicable legal action.

### **4. DURATION**

4.1. The present Code shall enter into force on this date and will remain in force for an indefinite period and may be updated regularly.

## 5. FUNDAMENTAL PRINCIPLES

5.1. With the purpose of promoting and maintaining an elevated professional market reputation, Rio2C acts with full transparency, complying with laws and regulations, particularly the Anti-Corruption Law, always seeking the highest satisfaction of its Clients. In order for this objective to be met, Collaborators must act in good faith and with transparency, diligence and loyalty, among themselves and third parties, based on the following values:

- a) Knowing and understanding their obligations in relation to Rio2C and its Clients, complying with laws, rules, regulations and policies applicable to themselves and to Rio2C;
- b) Always act with care and diligence in the scope of their activities;
- c) Preserve Rio2C's reputation, acting responsibly in relation to its interests, as well as of its Clients;
- d) Avoid Conflicts of Interest that present themselves, when faced with potential conflict;
- e) Avoid and report to the Compliance Officer, any discrimination or embarrassment suffered by other Collaborators in the workplace;
- f) Reveal Conflicts of Interests arising before and/or during the rendering of services Rio2C has been hired to provide;
- g) Render the service appropriately, maintaining a notable level of knowledge and skill while services are provided. In addition, Collaborators must have a personal commitment to continuous professional enhancement, with the aim of providing the best services to Clients; and
- h) Not disclose any confidential information to any Client without consent, unless in response to legal procedures. If a Collaborator is notified to provide information on any Client, he/she must report this to the Compliance Officer immediately, so the applicable measures may be taken vis-à-vis Rio2C. When permitted by law or in court proceedings, Clients must be informed of the need to disclose such information.

5.2. Rio2C and its Collaborators do not admit and repudiate any form of prejudice related to origin, ethnicity, age, religion, social class, gender, sexual orientation, disability or any other form of prejudice that may exist. The existence of any form of prejudice must be appropriately investigated by the Compliance Officer and, should its occurrence be verified, he/she must impose any of the sanctions provided for in this Code, without prejudice to legal action.

## **6. CLIENT BEHAVIOR POLICY**

6.1. While performing their duties, Collaborators must:

- a) Perform their duties loyally to Clients, watching over their interests and preserving information entrusted to Rio2C, in total compliance with the contract signed between the Clients and enterprise;
- b) Secure the confidentiality and non-disclosure of information not authorized by Clients, except in cases of legal obligation;
- c) Preserve high moral and ethical standards of behavior in the rendering of services;
- d) Refrain from using information received, as a result of their role, for their own benefit or that of third parties’;
- e) Reject any advantages offered by Clients or third parties that may influence their professional performance; and
- f) Provide information requested by Clients.

## **7. PUBLIC ENTITY BEHAVIOR POLICY**

7.1. Without prejudice to the foregoing and in view of the Rio2C relationship with public authorities and entities, Rio2C adopts procedures that aim to prevent the existence of acts that may harm the national or foreign public administration, as per terms of the Anti-corruption Law.

7.2. One aspect of this commitment is related to the fact that Rio2C and its Collaborators always act in a professional, honest, responsible, diligent and ethical manner, avoiding any behavior that may be considered corrupt or contrary to good faith.

7.3. In all personal or professional relations with public authorities and agents of any nature or sphere, all Collaborators must strictly observe this Code's provisions and the legislation in force, including, but not limited to, the Anti-corruption Law.

7.4. Any activity and/or action aimed at bribing, corrupting or inappropriately influencing public authorities or agents, as well as any third party, in Brazil or in any other jurisdiction or country, is strictly prohibited. Likewise, omissions regarding knowledge of such facts are prohibited and when applicable, must be presented by the Collaborator to the Compliance Officer.

7.5. Without prejudice to provisions in the Anti-corruption Law, Rio2C reiterates that engaging in any behavior that may be characterized as corrupt is strictly prohibited. Therefore, for illustration purposes, it is considered corruption:

- Promising, offering or giving directly or indirectly, undue advantage to public agent, or third party related to him/her, be them an individual or legal corporation.

## **8. INTERNAL BEHAVIOR POLICY**

8.1. Activities conducted by Rio2C Collaborators must always be done so, in order to gain and improve its Clients' confidence, as well as the market's. Therefore, Collaborators must observe certain internal values and behaviors, such as:

- a) Non-violation of the present Code and law, be it in the capacity of Rio2C representative or in performing their activities. And in the case of a violation related doubt, inform the Compliance Officer immediately;
- b) Not to engage in external professional activities that may interfere in the performing of their duties within Rio2C, as well as not engaging in private professional activities during their working day;
- c) Avoid personal relations in the workplace that may impair their capacity to make bona fide and objective business decisions.
- d) Not engaging in any type of discrimination, whether of origin, ethnicity, age, religion, social class, gender, sexual orientation, disability, or any other form of prejudice. If any discrimination is verified, one of the sanctions provided for in this Code will be imposed, without prejudice to applicable legal action;
- e) Avoid any kind of behavior, action or comment, whose purpose or effect is to interfere irrationally on the occupational performance of another person, or to create an offensive, intimidating or hostile work environment.
- f) Interviews, statements or demonstrations on behalf of Rio2C or about work done by it, may not be granted without authorization by the Administration or Compliance Officer;
- g) Report any irregularities verified and/or conflicts of interest that arise; and
- h) Do not use any computer resource provided by Rio2C for anything outside of professional activities, as Rio2C may monitor activities performed by Collaborators using computer resources supplied by the company.

## **9. COMMUNICATION WITH MEDIA OUTLETS**

9.1. As a result of its activity, Rio2C sees media outlets as a relevant information channel.

9.2. Only Rio2C legal representatives or people authorized by them, may speak on their behalf. For this reason, with the exception of Rio2C's legal representatives, the other Collaborators may only provide information to the media or third parties in general, if expressly authorized by the Compliance Officer.

9.3. Any direct contact from media outlets must be forwarded to Rio2C's legal representatives.

9.4. With regard to social media, Collaborators must not make comments with the potential to damage Rio2C's reputation with its Clients. Offensive, defamatory or inappropriate comments about Rio2C, Clients and Collaborators posted on personal social media, will not be tolerated.

9.5. In addition, notwithstanding the foregoing, Collaborators must not criticize Rio2C, Clients, competitors or public entities in public means of communication.

## **10. Conflict of Interest**

10.1. Potential or effective situations of conflict of interests must be avoided. In order to identify whether a particular situation may be characterized as a potential or effective conflict, Collaborators must ask the following questions:

- The decision that has been or will be made is more beneficial to Rio2C and/or Client, or seeks to benefit a Collaborator or someone close to him/her?
- Would a third party consider that the decision was made ethically and with Rio2C and its Clients best interest at heart?

10.2. If faced with a potential or actual conflict of interest, Collaborators must inform the Compliance Officer as soon as possible, so that he/she may take appropriate action. If it is not possible to inform the Compliance Officer, Collaborators must submit the information to the Complaints Channel, which will be responsible for reporting it to the Compliance Officer.

10.2.1. When the conflict of interest is related to the rendering of services to two or more Clients, Collaborators must report it to the Compliance Officer and if it is so verified, they must inform the Clients.

10.3. It is the responsibility of every Collaborator to inform the Compliance Officer of any transaction of goods or services that may be considered a related party transaction.

10.4. The mere suspicion of a conflict of interest, be it apparent or real, must be reported to the Compliance Officer, remembering that a mere conflict of interest is not a violation of the Code, but not informing it is.

10.5. Collaborators must not use their position in Rio2C to inappropriately influence a bidding or negotiation process with a possible client or vendor in any way. In the case a Collaborator is involved in the selection of potentially conflicting suppliers, the Collaborator must notify the Compliance Officer immediately and request that he;/she be removed from the decision-making process.

## **11. BENEFITS**

11.1. Collaborators must not accept, directly or indirectly, from any individual or entity, compensation of any nature for business conducted as a result of their duties.

11.1.1. For the purposes of this Code, the following are considered compensation: any benefits conferred through bonuses, commission, gratuities or any other reward, financial or otherwise, that are not provided for in Rio2C's internal regulations.

11.2. Benefits, characterized by gifts or any other means, must not compromise the independent roles performed by Rio2C Collaborators.

11.3. Any gifts received must be reported internally to the Compliance Officer, so that he/she may verify its relevance and whether it may be accepted.

11.4. Gifts given by Rio2C to its Clients and suppliers must be previously submitted to the Compliance Officer, in order to avoid acts that violate directly or indirectly, behavior provisions in relation to public entities.

## **12. CONFIDENTIALITY POLICY**

12.1. Information related to Rio2C's business is confidential.

12.2. Clients' business and personal affairs must always be treated with the utmost confidentiality, discretion and reliability. Such affairs may only be disclosed if authorized in writing by the Client, except in cases where disclosure is the result of legal proceedings. In this case, the Client's written authorization is not necessary, however, the Client must be informed immediately.

12.3. Rio2C's information, as well as that of its Clients must not be copied, reproduced in any way, or be stored on systems, database, memory sticks, CDs, DVDs, hard drives or any other data storage device, without previous written authorization by the Rio2C Administration or the Compliance Officer.

12.4. By signing the Standard Form Contract, every Collaborator commits to keeping all documents and information they have access to as a result of their duties for Rio2C confidential, using the same level of care and discretion to avoid disclosure, publicizing or dissemination of such documents and information. Also, as soon as their relation with Rio2C is terminated, every Collaborator must return all documents and information received during their employment period with Rio2C.

12.5. Any confidentiality breach will not be tolerated, and Collaborators may be sued in order to repair any damage incurred by Rio2C and/or its Clients.

### **13. TRAINING POLICY**

13.1. For the purpose of informing and updating Collaborators in relation to Rio2C's internal policies and guidelines, every Collaborator must attend any training course offered by the Compliance Officer.

13.2. Collaborators who fail to attend such courses, without due reason, are subject to penalties provided for in this Code.

### **14. MANDATORY REPORTING OF ILLEGAL ACTIVITIES AND VIOLATION OF RULES**

14.1. Illegal activities, or activities contrary to the behavior rule provided for herein or in the legislation, even if only suspicious, must be reported to the Compliance Officer, or reported to the Complaints Channel. Anonymity of the complainant is guaranteed.

14.2. Activities not in compliance with the Manuals include, but are not limited to:

- Inappropriate use of materials, equipment and goods;
- Fraud of any nature, including, but not limited to, those provided for in the Anti-corruption Law;
- Favoring of third parties;
- Moral or sexual harassment;
- Discrimination of any nature, be it because of race, color, religion, gender, age or disability.

## **15. COMPLAINTS AND NON-RETALIATION CHANNEL**

15.1. In order to facilitate the reporting of activities described in the previous item, Rio2C also has a Complaints Channel, which is managed solely and exclusively by external legal advisers, ensuring privacy, confidentiality and security of the information.

15.2. Any complaint made through this channel must be done so via e-mail, to the following address: *denuncias@rio2c.com*.

15.3. Among other pieces of information, the complaint must have:

- a) A report of the facts;
- b) Names of the parties involved, Rio2C members or not;
- c) Date of the event;
- d) If the complaint is made as a prevention, the moment when the complainant believes the violation may occur.

15.4. The complaint will be forwarded to the Compliance Officer within 48 (forty-eight) hours for the latter to ascertain the existence, or not, of the violation.

15.5. Rio2C reiterates that complaints are encouraged, with a view to achieving higher reliability vis-à-vis the market. Anonymity of the complainant is guaranteed.

15.6. Rio2C guarantees to every single one of its Collaborators, that under no circumstance, will they be the target of any type of retaliation and/or penalty for making a complaint in good faith. "Good faith" complaints have as their main founding principle, the fact that the Collaborator who reported them, provided all information they are aware of and that the facts are of a truthful nature. In the event any Collaborator feels intimidated or goes through a situation of embarrassment and/or retaliation, they should get in touch immediately with the Complaints Channel, so that disciplinary action may be taken on the person, who directly or indirectly, acts in retaliation to any Collaborator, as a result of a complaint made in good faith or for taking part in an investigation.

## **16. VERIFYING VIOLATIONS**

16.1. The deadline and verification format of violations reported will comply with provisions in the Compliance Manual.

## **17. PENALTIES**

17.1. Rules provided for in the Manuals and in the current legislation must be complied with, as their total or partial non-compliance will constitute a violation of the ethical, technical and operational standards that govern Rio2C operations. Collaborators who are aware, or suspect of an act not compatible with what is provided herein, must report it immediately to the Compliance Officer, or to the Complaints Channel available.

17.2. Collaborators who fail to comply with the obligation of reporting violations, as provided for in the above item, may incur any of the penalties provided herein, including their fair dismissal and contract termination.

17.3. The verifying and punishing of the standards provided herein are under the charge of the Compliance Officer. Among other factors, this will take into account the offending Collaborator coming forward of their own free will, the timing and usefulness for Rio2C of the information reported, and the willingness of the offending Collaborator to cooperate with the necessary measures to mitigate the effects of the violation. The seriousness and whether it is a recurring violation will also be taken under consideration.

17.4. Applicable sanctions:

- a) Warning; and
- b) Fair dismissal of the offender or work contract termination with Collaborator and/or supplier.

17.5. Without prejudice to the imposition of the sanctions described above, the offending Collaborator will be subject to other penalties established by Brazilian law, without prejudice to the applicable measures to be taken by Rio2C to compensate for damages resulting from the violation.

## **18. SUSTAINABILITY PRACTICES**

18.1. Rio2C and its Collaborators must always seek to adopt sustainable practices and actions in order to minimize possible environmental impacts. Therefore, they are encouraged to engage in similar behavior in their day-to-day activities, such as, for example: (a) avoid printing emails and electronic files, except when necessary; (b) choosing to use mugs or reusable glasses; (c) turning off computers at the end of every working day; (d) turning off the lights when leaving; and (e) closing the faucets in the kitchen and bathrooms when not using them.

Rio de Janeiro, January 02 2018

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