

# Code of Conduct

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## Foreword

Among the pillars for the development of Critical Software is our ethical business conduct. This commitment is now gaining an important tool to orient the actions and decisions of workers: the Critical Software Code of Conduct.

Seeking inspiration in Critical Software's Code of Ethics, this Code of Conduct contains the genetics that confer our singularity, and principles that are part of our DNA. It expresses our ethical commitment in the relationships with clients, workers, suppliers, government authorities, the media, communities, and society in general.

This Code of Conduct was not created with the intention of restricting business development. To the contrary, it is designed to add value, support growth and the constant pursuit of excellence. We expect that this Code of Conduct will not only be regarded as a source of information, but that it can also inspire honest, impartial and transparent relationships respecting people, diversity and the environment.

The application of this tool is mandatory among our workers, and it should serve as a reference for business partners. However, it is a dynamic document that demands for periodic updates. Without intending to cover all the possibilities inherent to the daily development of business, nonetheless it offers clear and non-negotiable guidelines.

In preparing this Code, Critical Software is taking yet another important step towards the development of its corporate governance process.

## Customers

*Critical Software assumes the commitment of contributing in the value creation process of its customers, by meeting up to their expectations and developing innovative solutions.*

The requirements and expectations of customers should be considered, and all those that are agreed upon should be complied with to the letter.

Critical Software does not discriminate customers by origin, economic size or location. However, it reserves itself the right to terminate any business relation whenever the relationship is not in its best interests or when it represents a legal, social or environmental risk.

Information about our products and services should always be clear and true. Technical data, especially safety, health and environment requirements, must be reported to customers. Each product should stringently comply with the legal demands of the market for which it is intended.

Workers are prohibited from making improper payments to any person with the intention of facilitating the sale of our products or services, even if this means our losing business opportunities.

In a normal business relationship, workers are allowed to offer free gifts, bonuses, and the payment of expenses with meals, transportation and accommodation, among others. Under no circumstances can money be offered, irrespective of the amount.

The sponsorship of expenses incurred with entertainment, theatrical and sports events or alike, with a potential or current customer, is limited to cases in which there are business discussions at some stage of the event. This limitation does not apply when the invitation is extended to a group of customers.

## Communities

*Critical Software is committed to the development of the communities where it is located.*

The external social investment should be oriented by the actual demands of communities and be aligned with the guidelines of Critical Software, in order to cater to projects that effectively foster social transformation.

Critical Software provides incentive to the participation of its workers in volunteer programs.

It is our commitment to maintain channels of dialogue permanently open with the communities where we are located.

## Workers

*Critical Software treats its workers with dignity and provides the means for a work environment with equal opportunities of professional and personal growth and of respect for individual freedom*

## Conflict of interests

A conflict of interests in the employee-company relationship occurs when workers use their influence or commit acts with the intention of benefiting their own interests and that counteract the interests of the company or that could cause it damage or loss.

Workers cannot perform external activities, such as rendering consulting services or occupying a position at organizations with conflicting interests or that do business with Critical Software. Exceptions must have prior written consent from the Executive Management Team.

Corporate ties on the part of workers or through family members, with suppliers or competitors, are not accepted if the position occupied by the worker grants him or her, the power to influence transactions or permits access to privileged information.

Workers occupying positions at entities outside the company should send immediate written notice to their immediate superior, who will assess possible conflicts of interest and concurrence with working hours.

Situations that could entail a conflict of interests not detailed in this Code should be informed to the immediate superiors for guidance.

## **Privileged information**

Workers that, on account of their position or responsibilities, have access to privileged information which has not yet been divulged to the public, must restrain from sharing or transfer that information to third parties during the confidentiality period.

## **Prejudice**

Critical Software does not permit discrimination or prejudice of any nature, including race, religion, gender, political conviction, nationality, civil status, sexual orientation, physical condition, etc. In recruitment, selection and promotion processes, candidates should be assessed exclusively by their conditions to meet up to and adapt to the requirements of the position.

## **Management attitude**

A subordinate's show of interest in participating in an internal recruitment process should be seen by his or her superiors as a normal career development alternative, and cannot entail any type of retaliation.

Potential errors should receive constructive guidance. The repetition of errors resulting from carelessness, negligence or lack of interest should merit stringent correction.

## **Harassment and abuse of power**

Critical Software does not permit harassment of the sexual, economic and moral type etc., or situations that configure pressure, intimidation or threats in the relationship among workers, regardless of their hierarchical level.

Workers that consider themselves discriminated, the target of prejudice, pressure or abusive practices or in a situation of disrespect, and that feel awkward about dealing with the matter with their hierarchical superior, should report the fact to the Human Resources department.

## **Use of alcohol, drugs and carrying of firearms**

The ingestion of alcoholic beverages during working hours and entrance in the company in a state of intoxication is prohibited. Workers are also prohibited from using or carrying illegal drugs, and from remaining on the worksite in an altered state caused by the use of said substances, which could affect the safety or performance of the other workers. No kind of firearm is permitted on the company premises, except for expressly authorized professionals.

## **Political participation**

Workers are prohibited from making any contribution in money, goods or services to campaigns or political causes in the name of Critical Software, excepting upon resolution of the Executive Management Board. This contribution will be made in conformity with the current legislation.

Critical Software respects the individual right of workers to get involved in civic affairs and to take part in the political process. However, said participation should occur in their free time and at their own expense. In this situation, workers should make it clear that these demonstrations are made on their own initiative and not on that of Critical Software.

The company's resources, space and image cannot be used for personal or party-related political interests.

## **Union**

Critical Software respects free association, acknowledges union entities to be legal representatives of workers and seeks constant dialogue for the resolution of conflicts of a labour or union nature.

## **Company property**

The company's assets, equipment and facilities cannot be utilized for private purposes. Workers are responsible for looking out for the good use and conservation of the company property placed in their safekeeping.

## **Use of electronic information systems**

Critical Software permits the moderate use of electronic systems for personal purposes, providing this use does not violate internal rules and guidelines or hamper the progress of work. The transmission of information must be related to the professional activity, and the company does not permit obscene messages, fundraising e-mail chains and others of a similar nature.

Workers should not provide the means for unauthorized persons to access the computerized systems of Critical Software through the use of their personal passwords.

Software protected by copyright, developed internally and/or by licensing agreements, should not be copied, unless the holder of the copyrights or of the license specifically gives his or her permission. Likewise, the installation of programs in the company's computers that have not been authorized by the competent areas is prohibited

## **Relationship with business partners and competitors**

Workers are prohibited from adopting any attitude that blackens the image of the company's competitors or business partners. All market information and information about competitors should be obtained by means of transparent and reputable practices.

## **Intellectual property**

*Intellectual property is a strategic asset for Critical Software. It includes patents, trademarks, know-how, technical data, information concerning processes and market information, as well as other kinds, which would benefit a competitor if known.*

The result of work of an intellectual nature and of strategic information produced at and/or by the company is the exclusive property of Critical Software. Workers are responsible for treating as confidential information intellectual property to which they have access as a result of their work. The disclosure of this information is not permitted without the express authorization of company management.

Critical Software workers are expected to prevent any misuse of reserved, confidential and/or secret information and use sound judgement in classifying and manipulating it (using existing company tools when applicable), hence mitigating the information disclosure threat.

## Suppliers

*The relationship with suppliers should be based on respect and on the permanent quest for development of products and services that add value to Critical Software and strengthen the competitive position of suppliers.*

Critical Software's suppliers should be evaluated by means of clear criteria and without discrimination. Every decision should have technical and economic backing, not permitting favouring of any kind.

Critical Software's suppliers should know and their activities should be compatible with the company values and with the principles of this Code of Conduct.

Critical Software expects clarity from its suppliers in the characterization of products and services, and in the care to be taken in terms of health, safety and the environment. Critical Software can terminate a business relation with a supplier whenever it is detrimental to its interests or if legal, tax, environmental and occupational health and safety issues are disregarded.

## Free gifts and presents

*Free gifts, presents and invitations to events should only be accepted if there is clear relation of interest for the development of the business, respecting the principles established in this code.*

Workers cannot accept presents or advantages on their behalf or on that of their family, if these characterize the endangerment of their professional situation or the objectives of Critical Software.

Invitations to events with expenses financed by customers, suppliers, government agencies and others, can only be accepted when there is a true opportunity for development of a business contact.

Objects received as a bonus, presents and free gifts that represent, either directly or indirectly, distinction of or tribute paid to Critical Software should be unveiled at a Business Unit management level.

Workers are prohibited from offering or receiving offers in money for any motive.

Workers should inform the entities with which they maintain relations in the name of Critical Software about our policy in relation to free gifts or presents.

## Government

*Critical Software honours the legislation and the authorities of all the government jurisdictions.*

The furnishing of information to all the government spheres, including local, national or international government agencies, should always be performed in writing, against delivery receipt, with the proper recommendations from the Legal Department.

Whenever a demand is presented by a government representative, workers should inform this individual that they need to discuss the matter with the company's lawyers first.

If a "search warrant" is presented, workers should cooperate immediately, although contacting the company's lawyers without delay.

Information to be sent should be complete, accurate and sufficient to clarify the issue, in order to maintain stringent compliance with the applicable rules.

Workers should analyze whether the confidentiality of furnished information is indicated, and whether adequate measures have been adopted to protect its confidentiality. The company's Legal Department should be consulted to offer the necessary assistance.

Critical Software is opposed to payments, made in the form of a bonus, to civil servants for the expedition of routine services or administrative actions.

The company also reserves itself the right to publicly voice its opinion about governmental policies and decisions that could affect the progress of business, relationships with workers, consumers or other stakeholders. However, this representation can only be exercised or authorized to the workers by the Executive Management Board.

Workers should not utilize the name of the company in dealing with personal matters of any nature in their relationship with the government.

## **Media**

*Critical Software adopts a clear and objective standpoint in the disclosure of information and that satisfies the interests of the parties involved.*

Critical Software understands media to mean the channels of communication with society and public opinion in general and that permit activities in two different fields: advertising/commercial and press/publishing.

## **Advertising**

Institutional and product advertising should avoid exaggerations, arrogance and prejudice. It should also guarantee the veracity of the information rendered.

Critical Software disapproves of misleading publicity. The company's marketing initiatives are characterized by their compliance with the legislation in force, ethics and local and international standards of reference.

## **Press**

Contacts with the press are organized exclusively by the spokesperson designated by the company. Hence, unauthorized persons are prohibited from contacting the press in the name of Critical Software.

Workers should not facilitate the disclosure of secret or untrue information in the press.

Under no circumstances should contact with press professionals be treated as a business relationship hence it does not involve any kind of payment or favours.

## **Presentations**

Confidential aspects will be absolutely respected in the preparation of presentations for lectures, seminars, external meetings and other public events. The contents should be approved beforehand by the immediate superior of the employee involved.

## **Social Media**

Social Media is the term commonly given to websites, online tools and other Interactive Communication Technologies (ICT) which allow users to interact by sharing information, opinions, knowledge and interests. The term covers podcasts, 'wikis', message boards, social bookmarking websites, social networking websites (e.g. Facebook), instant messaging services (e.g. Messenger and Twitter) and content sharing websites (e.g. YouTube).

It is important that all workers know and follow Critical Software's Online Social Media Principles when interacting in social media or online spaces, keeping in mind that what is published will be public for quite some time. Workers should remember that they are responsible for the content published and that they should not cite or reference clients, partners, projects and/or suppliers without their approval.

## **Health, safety and environment**

*The health and physical integrity of workers and protection of the environment are considered priorities by Critical Software.*

Critical Software will deal transparently with all the information concerning health, safety and the environment that might produce an impact on its workers, communities or the actual environment.

Workers should become familiar with and strictly abide by any policies, procedures and practices of health, safety and the environment.

Emergencies, such as occupational accidents, should be dealt with in a responsible manner and quickly reported to the Human Resources Department.

## **Clarifications, breaches and accusations**

*Questions regarding interpretation or cases not included in this Code will be presented to the superiors, who should clarify them or seek the answers at another level of the company. Those that cannot be remedied in this manner will be addressed to the Human Resources department of the company.*

Workers that wish to report a breach of this Code should do so to their immediate superior or to the Human Resources department, when they consider this applicable. Accusations of fraud, embezzlement, bribes in acts or business transactions that involve workers, suppliers,

contractors and business partners, will be presented to the Human Resources department or to the Business Unit Managing Director, if applicable, accompanied by concrete facts and data.

Every accusation or breach received by the company will be treated as confidential. Workers will not be subject to any form of retaliation as they are reporting facts in good faith.

## **Omissions, misinterpretations and management of the Code**

*The objective of this Code is to cover the majority of situations present in the daily routine of Critical Software. However, situations could exist that are not included in this document, or their interpretation might not be clear, or the workers could feel awkward about dealing with them directly with their hierarchical superiors.*

Clarifications should be dealt with the Human Resources department or the hierarchical superior. Situations that are beyond the responsibility of the company should be sent to the Executive Management Board.

The approval of this Code and its updates are the responsibility of the Executive Management Board of Critical Software. Suggestions for improvements in this Code should be addressed to the Human Resources department of the company by means of the immediately superior hierarchical level or directly through the designated channels. It is up to the HR department to analyze them and to propose them to the Executive Management Board for inclusion in the following edition, if it considers them pertinent.