



FONSECA VANNUCCI ABREU

sociedade de advogados

# CODE OF CONDUCT

**FVA | FONSECA VANNUCCI ABREU**  
**LAW FIRM**  
OAB/SP 10.693

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fva.adv.br

## **1. THE CODE OF CONDUCT**

- 1.1.** This Code of Conduct ("Code") applies to all members of Fonseca Vannucci Abreu Law Firm ("FVA" or "the Offices of"), whatever their rank or occupation. We require that all members act in accordance with the firm wide Code of Conduct, and expect all collaborators and stakeholders to comply as well..
- 1.2.** The Code is widely disclosed on FVA´s website, while employees, collaborators, suppliers, existing and future clients are coached on issues to increase awareness and commitment on the contents of the Code of Conduct.
- 1.3.** All lawyers and legal interns must comply to The Code of Conduct and act in accordance with the local Code of Ethics and Discipline bar, OAB (Organização de Advogados do Brasil).

## **2. FVA FUNDAMENTAL GROUND RULES**

- 2.1.** Our Mission: to deliver outstanding legal advice, with excellence, and be admired by our clients, collaborators and the legal community at large.
- 2.2.** Our Vision: to provide outstanding legal advice with excellence, and ensure safe and sound legal services to our clients.
- 2.3.** Our Values: ethics and honesty; transparency; quality, commitment and efficiency; innovation, creativity, cooperation and proactivity.

## **3. INSTITUTIONAL COMMITMENTS**

### **3.1. Responsibilities with our clients:**

To establish and maintain clients, by fully understanding their needs and deliver outstanding legal services beyond their expectations.

### **3.2. Responsibilities with our Collaborators:**

To respect their rights and provide working benefits, ensure transparency in job expectations and obligations, providing a supportive and safe working environment that generates opportunities and professional development, to further enhance personal satisfaction and professional outgrowth at FVA.

### **3.3. Responsibilities with our stakeholders and suppliers:**

Develop relationships that are mutually beneficial, ethical and establish trustworthy partnerships.

### **3.4. Responsibilities with our community:**

Maintain sound business practices that play active roles in the communities in which FVA operates, provide apolitical and non-partisan legal advice, in conformity to the principle underlying humanism, in favor of a more just, fraternal sustainable society.

### **3.5. Environmental responsibility**

FVA Advogados employees and partners must direct their activities through practices that preserve the environment and promote sustainable development, as well as the proper use and disposal of their materials and the responsible use of resources such as water, paper and energy, to avoid waste.

## **4. ANTI-CORRUPTION POLICY**

Coupled with ethics principles and values mentioned above, the Office strongly distances itself from all forms of corruption and acts that promote, ease or protect this kind of attitudes. Aiming to develop an ethic culture between our staff, clients, suppliers and partners, the following procedures were adopted and must be respected:

- 4.1. Requirements for admissions and hiring:** without prejudice of eventual checks, every admission and hiring procedures of any kind of employees must be followed by a qualified/proficient professional that must contain the following conditions:
- a. Absence of notorious and relevant fact relative to the employee reputation or that counteract with what is disposed in this Code.
  - b. Absence of disciplinary measures towards the Bar.
  - c. Absence of judicial conviction, pending of fulfillment or during fulfillment, which forbids access to public offices, for crimes committed during bankruptcies procedures, as well as crimes of malfeasance, bribery, concussion or embezzlement; against de economy, against the financial system, against the rules of fare competition, as well as consumer relations, public faith or propriety (article 1.011, paragraph 1<sup>st</sup>, of the Civil Code).
  - d. It will not be considered cases that are under investigation, unless the Board of Directors considers it incompatible with the activity to be held by the professional.
  - e. The employee that will be hired or admitted, must inform the Office if he/she is in any of the situations mentioned above, or similar cases that can raise doubts.
- 4.2. Admissions of third parties in service toward the public authorities:** in services of necessary performance toward the public authorities, if there is no notable expertise, services with great expenses must be hired through a selection process that justifies the amount charged. Furthermore, the process must demonstrate the technical aptitude or experience of the party that will be hired, in order to depart indications of illegal practices eventually committed.

## **5. DONATING GIFTS AND OTHER SUCH TOKENS OF APPRECIATION**

- 5.1.** To refrain from offering gifts and other tokens of appreciation to obtain any undue benefit or advantage, whether directly for or in favor of FVA, and generate conflicts of interest with the client.
- 5.2.** To be in accordance and in compliance with the recipient´s firm policies, rather they be a client or a prospective client.
- 5.3.** The donation of gifts and other tokens of appreciation by FVA should be coordinated by at least one partner (as shown in the firm´s organization chart), must be a corporate gift, of average value and stamped with the firm´s name when possible.

## **6. RECEIVING GIFTS AND OTHER SUCH TOKENS OF APPRECIATION**

- 6.1.** To refrain from accepting any form of offering to obtain undue benefit or advantage, whether directly or in favor of others and from any person who demonstrates conflicts of interest with the client.
- 6.2.** Receiving benefits and gifts from clients
  - a. If strictly of personal nature or valued over R\$300 (three hundred reais) the amount must be disclosed to the partner in charge, or to other partners when offered to one of the partners.
  - b. Otherwise the benefit or gift must be raffled or shared amongst collaborators in their specific area, whenever possible.
  - c. all benefits related to business events and offered to FVA collaborators are considered of personal nature.
- 6.3.** If suppliers and stakeholders offer benefits and gifts valued over R\$100,00 (one hundred reais) the amount must be disclosed to the area partner, or reported to other partners when offered to one partner. Such gifts can be raffled or shared in their specific areas, whenever possible.

## **7. KINSHIP**

- 7.1. FVA collaborators must inform if their spouse, partner for life, direct relative or collateral in kin, relatives by blood or by affinity hold or occupy any appointed administrative or top managerial position of trust in any Public office within all Federal scopes.
- 7.2. The collaborator must inform in writing to his partner in charge.

## **8. CONFLICTS OF INTEREST AND OTHER UNSOUND RELATIONS**

- 8.1. Partners work actively to prevent and perceive possible conflicts of interest, unsound relationships and impediments before accepting new clients and collaborators on assignment, and the final decision is taken by the partner in charge.
- 8.2. If the contracting party is listed in the firm's client register as a possible source of conflict of interest to other parties, the partner in charge of the matter must be consulted for final analysis.
- 8.3. When in doubt partners must report the case to FVA Advisory Council for further analysis and final decision
- 8.4. Collaborators are responsible for reporting to the area partner on matters that may generate any, impediments, suspicions or conflicts of interest, related to existing or non-active disputes or claims against FVA clients and collaborators.

## **9. BEHAVIOR AND IMAGE**

- 9.1. FVA employees are responsible for the firm's image. Therefore, they must carefully observe the content presented on social networks, as it may interfere in the office's reputation.
- 9.2. It is our premise to respect differences, to abstain from public or mass media appearances that are associated with any form or nature of discrimination and prejudice.
- 9.3. The use of alcohol or illegal substances is forbidden during work time, except if it is a get-together (social gathering) authorized by one of the Partners in advance.
- 9.4. Even in exceptional cases admitted by the law, even if for a short period of time, it is extremely forbidden the entrance of people with firearms into FVA facilities, except for those who use them on a regular basis
- 9.5. Romantic relationships between collaborators at FVA must be respectful and responsible. Harassment of any form is not tolerated and all personal issues and discussions must be dealt with outside the workplace and work hours.
- 9.6. Hierarchical positions in relation to other collaborators may not be used to one's advantage.

### ***Dress code***

- 9.7. The clothes must be adequate for the scheduled activities (including online), as follows:
  - a. Uniforms, when supplied;
  - b. Flip-flops and similar footwear, tennis shoes and T-shirts are forbidden.
  - c. For men:
    - i. During regular work hours: dress shirt and casual slacks, but dressy polo T-shirts and jeans are tolerated, except in case of courtroom appearances or client meetings;
    - ii. Customer meetings: dress shirt (not a suit and tie);
    - iii. Courtroom appearances: observe court rules; in general, must be used jacket, shirt and tie.

- iv. Exceptional events: formal/specific clothes will be requested in advance.
- d. For women:
  - i. During regular work hours: shirt, blouse, dress, pants or skirt suitable for professional sobriety, with tolerance to use of a polo shirt and jeans. In the case of skirts, it should fall at or below the knees, low-cut clothing of any sort, halter tops, tang tops and midriff are forbidden;
  - ii. Customer meetings: shirt or blouse suitable for the job;
  - iii. Courtroom appearances: observe court rules.

## 10. CONFIDENTIALITY AND PERSONAL DATA PROTECTION

- 10.1. The FVA is strict about the confidentiality and privacy of the information that passes through the office, using controls and processes to preserve personal data under our secrecy, according to the General Data Protection Law – “LGPD”, nr. 13.709/18. Thus, when necessary, the sharing of this information between partners happen within tools that ensure respect for our controls.
- 10.2. In the same sense, the information obtained from FVA services must be used exclusively for the purposes of such services, and in the tools provided by the office, being prohibited the use in any other way or for any other purpose.

## 11. INTEGRITY PROCESS

- 11.1. The Integrity Process which validates this code includes: The Code of Conduct (ii) its widespread disclosure; and (iii) mechanisms that disclose and deal with the non-compliances of ethics.
- 11.2. When potential breaches to the Code of Conduct are perceived the following mechanism for disclosure of non-compliances of ethics is made readily available to all collaborators and those familiar with the code.

### 11.2.1. Whistleblowing Procedure

E mail: [integridade@fva.adv.br](mailto:integridade@fva.adv.br)

- a. The allegation will be reported to an outside Consultant who has expertise in the area of Attorney Compliance, and who will:
  - i. Report the allegation to at least two partner members, if neither is involved in the allegation;
  - ii. Report the allegation to other partner members who are not involved in the allegation.
- b. The allegation may be anonymous, and include relevant information such as: (i) a brief written report providing facts related to the allegation; (ii) the name and position of the collaborator who contributed to the allegation; (iii) relevant dates; and (iv) proof of the matter, when possible.
- c. All allegations will be treated: (i) with confidentiality; (ii) the whistleblower may be able to follow up on the case outcome as long as it isn't detrimental to the investigation or to 3rd parties; (iii) indication within 30 days by the Outside Consultant whether further investigation will take place; e (iv) the outcome of the investigation will be documented and contemplates contradictions and the right to appeal
- d. In urgent cases the partner will intervene rapidly to put a stop to the on-going noncompliance and subsequently report the case to the Compliance Committee.

### 11.2.2. Rulings

- a. The Compliance Committee together with the Advisory Council and the Independent Consultant will partake in the decision-making process. The partner who is involved in the allegation may not partake in decisions related to the allegation.
- b. Disciplinary measures when necessary must be reasonable and proportional to the infraction, and carried out in a manner that insures and collaborates that the incident will not repeat itself.
- c. Interested parties must be informed of decisions related to the allegation.

**11.2.3. Inquiries**

- a. The Firm should insure that future inquiries related to the allegation be addressed in a manner that complies with the firm's policies and provisions.
- b. Provided that the terms of confidentiality are respected, the Compliance Committee may use cases of reported misconducts as examples to offer continuous training in the prevention of non-compliances to the Code of Conduct.

**11.2.4. Audit and spontaneous investigation**

The Compliance Committee may develop sporadic and periodical actions to detect improper conduct and promote ethical assessments to ensure that collaborators are in accordance with the firm's values and Organizational Matrix.

- a. To audit documented archives and registers of all client and collaborator on assignments.
- b. To audit purchasing practices of unusual materials and to track their final usages.
- c. To audit and verify that FVA lawyers and interns are not involved in any form or manner with other processes outside the law firm's range except when previously approved by the Compliance Committee itself.

**ROGÉRIO CAMARGO  
GONÇALVES DE ABREU  
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May 2022

**RODOLPHO  
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**GERALDO FONSECA DE  
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**FONSECA VANUCCI ABREU LAW FIRM | OAB/SP 10.693**