



# CODE OF CONDUCT



**VIPOSA<sup>®</sup>**

## 1. Commitment from the board

Since 1954, when it was founded in Caçador, Viposa committed itself to act with social responsibility and seek out the best governance practices. Originally a family business, it was taken over by Mr. Elias Seleme Neto in 1986 who combined his love for the business with the need to implement a neutral, impartial and ethical management model.

The integrity program at Viposa is headed by the company's Senior Management, which is committed with the effective application of the values of the integrity program in the organizational culture. The Board believes in managing by example, that's why it has taken on the role of setting the leadership tone that will permeate the activities of each employee day by day.

This Code of Conduct contains the values and principles of Viposa S.A., linked to excellence, ethics, transparency and acting in the market in compliance with the rules that regulate the sector. An organization that encourages high performance and promotes isonomy in the workplace, searching for the well-being of its employees and a positive impact on the community that has welcomed it.

Viposa S.A.'s integrity program is the result of more than half a century of concern and commitment aiming to be experts not only in leather and footwear, but in management, governance and corporate sustainability.

Cordially,

**Marcelo Seleme**  
Managing Director

**Eduardo Seleme**  
Executive Director



## 2. Mission, Vision and Values

### 2.1 Mission

To produce leather and manufactured goods offering comfort and safety to customers and consumers, searching for new technologies, respecting the environment and diversity for the wellness of human being.

### 2.2 Vision

To be a global benchmark in the production of the best Brazilian leather and manufactured goods, using ecologically correct products.

### 2.3 Values Honesty

Viposa is a company with integrity, which honors its commitments and obligations, striving to maintain a good relationship with its employees, clients, community and suppliers, respecting the rights of each individual. It works with the truth, transparency and accountability; ethics are non-negotiable here.

### Responsibility

Viposa is committed to valuing its employees, stimulating and encouraging learning and personal growth. Involved with the community, it has a duty to respect the environment and maintain a healthy relationship with everyone who lives here. Social inclusion is one of the pillars of our code of conduct and ethics, seeking a diverse space; disrespect and discrimination are not accepted.

### Excellence

We work by the seek for excellence, for us quality is at first place.



### 3. Objectives

Establish minimum guidelines:

- Regarding Viposa's commitment to conduct business with transparency, integrity and in compliance with applicable laws, prizing conduct based on ethical principles and values;
- About the expected behavior of Viposa employees, stakeholders and third parties acting on behalf of the company, as well as presenting internal control mechanisms to prevent and detect any situations that could be interpreted as non-compliance;
- The company's relationship with its competitors and third parties;
- Regulating the practice of offering and/or receiving gifts, presents, entertainment and/or hospitality;
- To prevent and detect possible practices of concealment of assets and financial resources, operations with sanctioned countries, persons or entities and/or transactions that present suspicious characteristics that may incur the crimes of money laundering and terrorist financing at a national and/or international level.

### 4. Compliance with labor law and respect for human rights

For any organization to be able to fulfill its social function and ensure excellence in delivery, it must strive for an environment that promotes and guarantees compliance with workers' rights, as set out in the CLT (Consolidation of Labor Laws), the Federal Constitution and Viposa's Social Responsibility Policy.

In this sense:

- For Viposa, the choice of employment is free, so no form of forced or involuntary labour or worker trafficking is used, and it repudiates any organization that engages in such practices;
- Salaries are decent and in line with the standards adopted in the country and/or for the category, so as to meet the employee's basic needs and provide free income. Before starting work, the employee receives information on payment conditions (salary, taxes, dates, etc.);
- The company hires workers through documented contracts in accordance with current law. Employment relationships will always be transparent and reflected in documents, without suppressing any information on remuneration or working conditions;
- Employees are not obliged to leave "deposits", property, part of their salary or benefits, or original identity documents, in the beginning of their employment, in order to force them to continue working for Viposa.
- Viposa respects the freedom of its employees to join trade unions and engage in collective bargaining.
- The worked hours are in accordance with the law in force. At Viposa there will be no abuse of working hours, overtime is voluntary, will always be paid or compensated and will never exceed the limits considered acceptable by law.
- Intra-work breaks will always be respected and employees will never be required to shorten their rest breaks to increase their productivity;



- Employees have the right to leave the workplace after completing a standard working day and are free to terminate their employment contract, provided that reasonable notice is given;
- Viposa does not hire any worker under the minimum legal age. Younger workers, under the age of 18, can only be hired when they are subject to educational laws, working only outside school hours, respecting class, work and transportation time so as not to exceed the hour limits established by law. It's not allowed for them to work at night or to carry out activities that are dangerous or unsafe for their health and physical and mental development;
- Viposa respects women's rights and Law 14.457/2022, in accordance with the Viposa Women's Program;
- The employee's physical and mental health condition will always be respected and taken into account, so that there is no overload or exhaustion;
- The Human Resources Department will be attentive to stressful circumstances that may affect the mental and physical health of its employees, having open doors and stimulating constructive communication with all employees.
- Viposa repudiates the practice of forced evictions, resorting to negotiations between the parties involved in order to reach a consensus among those concerned. The security forces, being public or private, in charge of protecting facilities or business projects have received appropriate guidance in order to prevent human rights violations.

## 5. Occupational Health and Safety

Viposa is committed to provide its employees with a safe, healthy and hygienic working environment, with favorable conditions for the proper performance of their functions, as well as a life quality promotion.

Viposa analyzes the risks and takes the necessary measures to eliminate or reduce them.

For this, Viposa has a specific policy which deals with health and safety of its co-workers and third parties.

## 6. Anti-discrimination and combating harassment

Mutual respect is essential for a healthy and pleasant working environment. This includes ensuring that there are no circumstances of discrimination or moral and sexual harassment in the workplace, in hiring, remuneration, access to training, promotion, dismissal or retirement on the grounds of, but not limited to, race, social class, origin, religion, age, disability, gender, marital status, sexual orientation, union membership and political party.

This is why any act of discrimination or moral and sexual harassment is not tolerated at Viposa, as provided for in the Anti-Discrimination and Combating Sexual Harassment Policy.



## 7. Conflict of interest

Conflict of interest means the collision between the personal interests of each manager and/or employee and the interests of the company. The concern to avoid conflicts of interest exists since the employee's recruitment.

Each one has the responsibility to take impartial decisions, excluding personal or financial interests or those that could in any way affect their own judgment.

To that end:

- Selection and professional development processes are carried out on the basis of objective criteria, without patronage or favoritism. Viposa is committed to ethical recruitment.
  - Avoid relationships of subordination between close friends or family members;
  - When hiring suppliers, selection neutrality is taken into account;
- Internal controls are implemented to ensure compliance with the previous points.

## 8. Company assets

Viposa's goods, equipment and facilities are intended exclusively for use in its operations and may not be used for private purposes, except in specific situations defined by the company.

This includes all forms of physical and intangible property, such as premises, vehicles, office supplies, furniture, machinery, inventory, information technology (IT) and intellectual property, as well as company data and information. It's each one the obligation to protect the company's assets and use them for their intended purpose.

## 9. Industrial and Intellectual Property Protection

Physical, intellectual, industrial and material assets must be preserved and protected by employees and third parties.

A specific contractual clause rules confidentiality obligations, the protection of intellectual and industrial property and the prohibition of falsification for third parties. A Confidentiality and Secrecy Agreement is submitted to employees who have access to sensitive information, who receive guidance on how to manage this information.

Each professional must respect and safeguard the information, industrial secrets and intellectual property rights of Viposa, the contracting companies or others and assume direct responsibility for any infringement of these rights.

Viposa also has Information Technology Policies, such as Information Security and Cyber Security, which support the preservation of intellectual property.



## 10. Data protection

Personal data of employees and third parties will be managed in compliance with the General Data Protection Law (Law No. 13,709/2018).

In compliance with this law, all Viposa employees have signed the Consent Form for the Processing of Personal Data.

An Information Security Policy (ISP) and a Cyber Security Policy deal specifically with the internal processes to be implemented in order to prevent the misuse of data.

## 11. ESG

Viposa supplies products responsibly and guarantees that the inputs used in its products do not directly or indirectly provide funding for conflicts or human rights violations.

We prioritize using materials whose raw materials are extracted, transported, traded, processed, and exported from validated sources whenever possible. Viposa does not use forbidden materials by applicable national or international legislation.

We are committed to protect the environment, including forests (in line with our Raw Material Traceability Policy) and biodiversity, so that everyone has the right to land and water.

We believe that access to clean water is a fundamental human right. We do not allow forced evictions or illegal land deprivations in our operations and we are committed to respecting the rights of vulnerable groups around the world, such as indigenous groups and other minorities.

Viposa is committed to and recognizes its responsibilities towards the environment and the communities surrounding its facilities and activities, establishing its objectives according to the principles of development and preservation, in accordance with responsible environmental management, in compliance with the laws and regulations in force, thus avoiding degradation.

In compliance with the above, Viposa has a certified Environmental Management System with international recognition.

## 12. Acting ethically in business

In order to act ethically and transparently in business, Viposa is attentive to the following points:

### 12.1. Anti-corruption

Viposa has a culture of zero tolerance for corruption, both public and private. We comply with the provisions of Anti-Corruption Law No.



12,846 of August 1, 2013, the United States Foreign Corrupt Practices Act ("FCPA"), the United Kingdom Bribery Act 2010 ("UKBA") and other laws applicable to the countries in which we operate.

We do not offer, give, accept, solicit or receive bribes or other undue advantages, either directly or indirectly, for business or private gain, either for ourselves or for third parties.

To this end, there are requirements to be met when interacting with public bodies and officials or political agents:

- Interactions with public agents and bodies, as well as political agents, will be documented by e-mail, with the aim of ensuring a formal communication;
- Meetings in the context of public procurement will be regulated by a pre-established agenda and have minutes drawn up, which will be sent by e-mail to all those present;
- The meetings will be recorded in an interaction log, in order to document the topic and other details of the conversation;
- Viposa S.A. regulates its relations with public officials and politicians through an internal procedure on which all employees have been trained.

It is everyone's responsibility to guarantee the integrity of documents, records, registrations and information systems. Falsifying or altering information is strictly prohibited.

Interaction with suppliers, clients and other private agents will be supported by specific procedures, which will follow the premise that the contracting of suppliers will be governed by a neutral process, whenever possible with the search for more than one quote, free from conflict of interest and any chance of private corruption.

These requirements rule relations with third parties and must be taken into account by everyone who has any legal relationship with Viposa, since the choice of who to do business with also takes into account the equivalence of values with third parties.

## **12.2. Money laundering and terrorist financing**

Following its value of honesty, Viposa conducts its business in a transparent and lawful manner, and all financial operations are duly registered and verified by those responsible.

Practices related to money laundering and terrorist financing in any of its phases (placement, concealment and integration) are largely prevented by the control and auditing processes. Although Viposa is not included in the list of those obliged to comply with the control mechanisms referred to in Law 9.613/98, Viposa prevents money laundering by carrying out due diligence on customers and suppliers, as provided for in its own procedures.



### 12.3. Fair competition

Viposa complies with the Law on the Defense of Competition (Law No. 12.529/2011) and believes that adequate competition between industries in the same area is essential for consumer rights to be observed, guaranteeing adequate price regulation and quality control. In this sense, Viposa:

- Clear and transparent pricing criteria;
- Has a constant worry to not abuse of any market influence
- Is aware to the best competition practices in accordance with the case law of the Administrative Council for Economic Defense (CADE);
- Is aware to compliance with the principles of free competition in its relations with other companies in the sector;
- Neither adjusts price nor operates any pressure on suppliers;
- Ensures confidentiality whenever needs to share sensitive information with competitors.

### 12.4. Political Contributions

No political contributions will be made on behalf of Viposa, nor will any political initiative by employees be supported. The political and ideological position and the of employees is not reflected in the company, which is an apolitical organization.

### 12.5. Donations, Sponsorships, Gifts and Hospitality

At Viposa, it will always be encouraged not to exchange gifts, hospitality, donations, contributions and sponsorships with suppliers and other partners, since these transactions, even when lawful, potentially generate conflicts of interest. Any and every activity such as that must be submitted to the Compliance Committee for evaluation and monitoring.

A specific procedure deals with any exceptions and what limits are acceptable in this regard. All employees have had access to the content of this procedure and have been properly trained to understand the importance of complying with it.

### 12.6. Inside information

In carrying out its duties, it may have access to non-public information, and Viposa forbids the obtention, use, reproduction and disclosure of facts, data or privileged information not yet disclosed to the market for its own benefit or that of third parties.

It's not allowed using any non-publicly disclosed material or information obtained in the course of your business relationship as a basis for trading or for allowing third parties to trade in shares or securities of any company.

### 12.7. Falsified parts

Viposa does not condone the manufacture, purchase or sale of falsified parts and is committed to minimizing the risk of counterfeit materials being introduced into its products. To this end, it prohibits the use of falsified components or software, as well as sources illicit or suspicious origin.



There is a commitment to quarantine materials and notify the Original Equipment Manufacturer (OEM) customer and/or law enforcement agencies, as appropriate, in cases where falsified materials or parts are detected.

Viposa confirms that its business dealings with non-OEM customers comply with local laws and that the products sold will be used lawfully.

## **12.8. Global trade and export controls**

### **12.8.1 Import**

Viposa guarantees that its business practices comply with all applicable laws, guidelines and regulations governing the import of parts, components, technical data and services.

### **12.8.2 Export control**

Viposa warrants that its business practices comply with Export Control laws and regulations, including U.S., EU and any other applicable national regulations, including compliance with Sanctions and Embargoes laws. Upon request, Viposa shall make available within 15 days true and accurate export control information and classifications, and obtain export control licenses or other authorizations when necessary, and shall report any such statements whenever necessary.

### **12.8.3 Paying taxes**

Viposa ensures compliance with all applicable tax laws and regulations in the countries in which it operates and is open and transparent with the tax authorities. Under no circumstances should Viposa engage in deliberate illegal tax evasion or facilitate such evasion on behalf of third parties.

As such, Viposa must implement controls to minimize the risks of tax evasion or its facilitation.

### **12.8.4 Payment practices**

Viposa's payment practices follow international standards and the company works to pay valid and undisputed invoices on time, in accordance with agreed contractual payment terms and applicable laws.

## **13. Managing cases of doubt and possible non-conformities**

### **13.1. Ethics Committee**

The Ethics Committee is a deliberative and consultative body that acts to propagate and sustain the culture of integrity at Viposa.

It's up to him:

- The management of the Reporting Channel and the resolution of issues reported to it;
- Managing the risk matrix, conducting and monitoring the



mitigation actions that have been determined in conjunction with the Board of Directors;

- Promote campaigns and initiatives aimed at fostering the integrity program internally;
- Helping to clarify doubts and mentoring employees on the best approach in cases of risk.

The Committee is a democratic body, with representation from all segments of the organization. It is made up of two representatives of the Executive Board, two representatives of the employees and one representative of the Integrity Consultancy. The members representing the Executive Board will act in circuit, always deciding collectively who will be the Executive Board's representative on the Committee.

We emphasize that the Ethics Committee encourages and fosters reporting and that no one will be retaliated against for bringing forward any information via the Reporting Channel or any other means that the whistle-blower feels comfortable with.

### **13.2. Reporting Channel**

The Reporting Channel is a secure vehicle for communicating concerns, reporting irregularities or wrongdoing and offering suggestions. It can be accessed via the "integrity" tab on the Viposa website. By clicking on this icon, you will be directed to another page with a higher level of security and access restricted exclusively to members of the Ethics Committee.

The person does not need to identify themselves, as the channel meets the requirements of secrecy and confidentiality that are internationally recognized as strategic and essential to the success of the integrity program.

Although the identification is not needed when posting a report, must indicate the name of the person who allegedly acted in breach of this Code of Conduct, internal policy or procedure. Details of the facts must be given so that the Committee can investigate them, including the names of any witnesses who may be able to contribute to the investigation.

Once the report has been posted, it will be possible to follow its status via protocol number that is made available when the report is processed and enters the control panel that will be managed by the Committee.

In addition to the electronic channel, physical ballot boxes have been made available in the different sectors of Viposa, so that reports or other documents can be submitted physically. The physical reports will also be investigated by the Ethics Committee, following the same methodology as the electronic reports.

Reports will always be opened at the regular meetings the Ethics Committee, which take place once a month. The Committee will post a reply to the author of the report, to give feedback via a protocol. That's



why it's important to keep the protocol number, because it's the tool through which you'll be able to follow the progress of the internal investigation.

If the report has taken place on a physical medium and the author has identified himself, the committee will provide him with a protocol number to follow up the treatment of the report.

**The Reporting Channel has two purposes:**

- It is the tool for reporting non-compliance with this code, including issues of moral and sexual harassment;
- It is also the bridge of communication between all the organization's stakeholders (internal and external) and the Ethics Committee, so that it serves to present suggestions or clarify doubts in the following areas, but not limited to, environmental, social, governance, business practices and community service.

Whenever in doubt, the Committee is at your disposal. Don't act without asking if you have any doubts about what is the best approach to the specific case.

**14. Final Provisions**

This Policy was approved by the Board of Directors on July 02, 2024 and will come into force immediately.





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