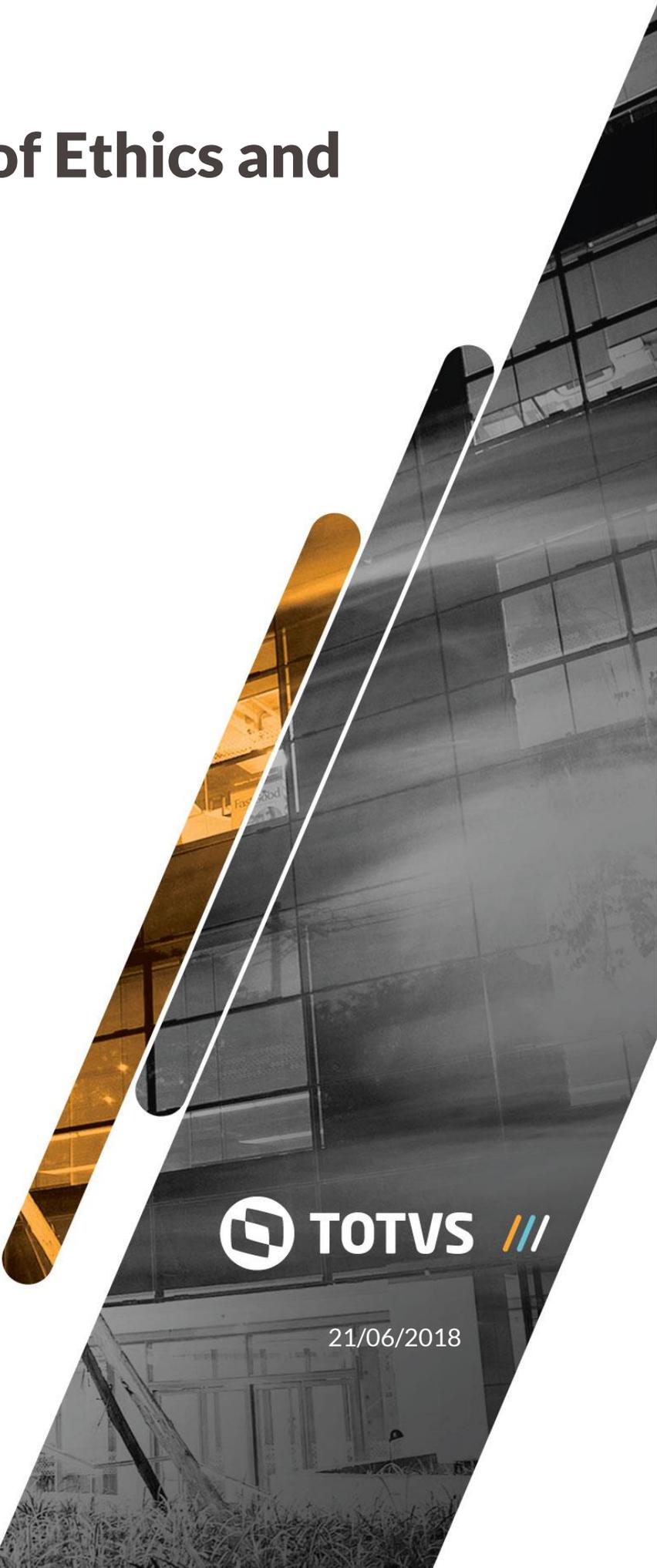


# TOTVS Code of Ethics and Conduct



21/06/2018



## 1. Message from the CEO

We live in a dynamic, ever changing world; thus, it is imperative for everyone to experience and share a commitment to ethical and sustainable business development.

With great satisfaction, we present the **Code of Ethics and Conduct - CODEC**, which strengthens TOTVS' commitment with the highest level of ethics and integrity in our business relationships, orienting the behavior of TOTVERs and of all who interact with us, both internally and externally.

By reading and acquiring knowledge of this code, we lay the foundation to support our actions and decisions with our values and ethical principles, which are solid and consistent, referring to the code whenever necessary.

We thank you in advance for your commitment to act with integrity, the only way for us to build together a company that is ever more ethical and a source of pride for us all.

Cheers  
Laércio Cosentino  
TOTVS Founder and President



## 2. Introduction

CODEC - TOTVS Code of Ethics and Conduct - is intended to provide a general understanding of the conduct and ethical principles that guide TOTVS' commitment to the integrity of its business and internal and external relationships and apply to all directors, administrators, shareholders who participate in company control, employees, service providers, suppliers and partners.

Ethical conduct must be present and orient the daily exercise of all TOTVER activities, by means of the application of this Code and through conformance to laws, rules, regulations, policies and internal company procedures.

Compliance with this Code is essential for us to maintain an enhanced, sustainable operation in our market, aiming to create, in a socially responsible way, wealth and income through relationships characterized by the highest level of integrity and honesty.

Remember: CODEC is a guide of principles and practices, that must be the basis for our daily interactions and decisions, along with the attributes of the TOTVS culture:

### Technology + Knowledge are our DNA

We have built a legacy in a world of change. We wonder how technology and knowledge can drive innovation today and at all times. We are fearlessly creative.

### The customer's success is our success

We foresee our customers' needs. We deliver quality in + essential, + simple and + agile solutions for your business. We are present and close.

### We value good professionals who are good people

Curious, collaborative, digital and results-driven.

We have attitude, we have our own style and we are restless. We are TOTVERs.

For guidance on general principles and rules or to answer doubts about this Code, ask your immediate manager or the Internal Controls, Risk and Compliance or Human Relations areas.



## 3. Work Environment

We value and acknowledge good professionals who are good people, aiming at a productive, ethical, harmonious and trusting work environment, where commitment to transparency, respect and appreciation for diversity prevails. Work relations should be respectful, constructive, collaborative and cordial, dealing with differences of opinion and personality, regardless of hierarchical position or role.

We build relationships of mutual trust and collaboration, on the basis of total transparency, celebrating the victories and achievements of our coworkers, to encourage evolution and overcoming the search for greater and better results.

We value a healthy work environment: we do not accept the use of drugs or the carrying of weapons on TOTVS's premises.

The consumption of alcoholic beverages during working hours is strictly forbidden, except in predetermined locations with moderation. We do not tolerate any compromising of the Company's activities and business due to the excessive or inappropriate consumption of alcohol.

We do not condone any type of harassment, humiliation, embarrassment, offense, threat or violence, nor discrimination based on age, color, race, ethnicity, nationality, religion, gender, marital status, family status, religion, social group, physical or mental disability, opinion, political position or sexual orientation, as well as any form of exploitation of adult or child labor, or practice that violates human rights.

### *How do I know if I have been harassed?*

*Harassment is when a person is exposed to humiliating and embarrassing situations, such as being mistreated, ridiculed, belittled and discredited before other coworkers, intentionally and frequently, degrading the work environment and possibly causing emotional distress in the victim. This type of behavior can be considered harassment regardless of hierarchical level, that is, it can also occur between peers.*

### *How do I know if I have been sexually harassed?*

*Sexual harassment occurs when there is undesirable behavior, either verbally or physically, which may cause embarrassment, and to obtain advantage or sexual favor without the consent of the other person. TOTVS does not tolerate such situations and considers cases in which the offender makes use of their hierarchical position to commit acts of harassment against a subordinate to be even more serious.*

### *I was having coffee and witnessed an act of racial discrimination against a coworker. What should I do?*

*TOTVS does not tolerate discrimination of any kind. You should not try to interfere directly with those involved, but you must report the fact to Human Relations or reach directly to the Ethics and Conduct Channel, so that proper actions are taken.*

## 4. Use of Physical Facilities

We comply with the requirements and technical standards of workplace safety, providing a safe and healthy work environment. It is up to the TOTVER to ensure the proper conservation and use of facilities and equipment, using them safely and according to the company's activities.

### *I will receive a visitor for a meeting in TOTVS. Do I have to accompany them while they are in the company?*

*Yes, all visitors, whether customers, suppliers, prospects or partners, must be escorted while within TOTVS premises, thus ensuring the security of all persons and also of company information.*



## 5. Leadership

Leaders must recognize that, from an ethical standpoint, their role makes them responsible for the performance and success of their team and that actions influence a team's behavior more than words do.

It is up to the leaders to keep their teams informed about the company's social and economic objectives, as well as its guidelines and values, in order to stimulate a participatory environment based on the highest standards of integrity.

Leadership decisions to hire, promote or set wages must be exclusively based on merit, knowledge and experience.

Leaders are responsible for disseminating the rules of conduct in the company, as well as counseling their teams, answering their questions or directing them to the appropriate channels in TOTVS, providing the necessary assistance and support to comply with this Code.

## 6. Compliance with Laws, Regulations and Internal Rules

We respect and strictly comply with the Brazilian legislation and the laws of the countries in which we operate, in all its areas of coverage, such as labor, social security and tax legislation, environment, health and labor safety, protection of consumer rights and free competition.

We are committed to complying with our internal rules and anti-corruption mechanisms provided in our Integrity Program.

TOTVS is a signatory of the **UN Global Compact**, reflected in its commitment to 10 fundamental principles of human rights, labor relations, the environment and fight against corruption. We are also part of the **Business Pact for Integrity and Against Corruption of the Ethos Institute**.

### *Where can I find TOTVS Internal Policies and Rules?*

*All Policies, Rules and Procedures are available for the internal public on Fluig. The external public can access our Policies on the company's IR webpage.*

### 6.1. Training Programs

Every TOTVER must be instructed and periodically updated in the knowledge, comprehension, and proper use of the principles and rules of the Code of Ethics and Conduct, as well as receive specific anti-corruption training.

For further information, see the **Corporate Compliance Policy**.



## 7. Prevention of Fraud, Bribery and Corruption

We do not authorize nor tolerate illicit practices, especially acts of corruption, bribery and fraud, both in internal processes and when conducting business with the external public. We emphasize that TOTVS does not accept claims to ignorance of the rules in this Code and of other internal regulations, as justification for committing such acts.

Any fraudulent, corrupt conduct or acts that characterize bribery, with the purpose of benefiting oneself, third parties or to achieve corporate goals, must be immediately reported to the Ethics and Conduct Channel so that TOTVS, through due internal investigations, can cease such practices and apply the proper measures to offenders in the administrative, civil and criminal spheres.

For further information, see the **Policy of Business and Institutional Relations with Public Entities**.

### *What is considered a fraud?*

*Fraud is characterized by any act performed with the clear purpose of dissimulating facts and data, through illicit practices, to obtain improper gains or advantages for oneself or others. Such as: falsifying documents, tampering with accounting data, contractual clauses, manipulating results to achieve specific goals, and altering reimbursements of meal expenses, cab fares, mileage, etc.*

### *What is corruption and bribery?*

*In general, corruption can be understood as the act of promising, offering or giving, directly or indirectly, an undue advantage to any person or public or private entity, as a means to achieve personal or business goals. An act of corruption occurs when two or more parties agree to commit an illicit act among themselves in order to achieve personal interests, to the detriment of the public or private interest in question.*

*Bribery is one of the most common practices of corruption, it occurs when one offers money, gifts or advantages to someone in exchange for self-interest benefits. A typical example of bribery in everyday life is the act of offering money to a traffic officer to avoid receiving a ticket.*

## 8. Prevention of Money Laundering and Fight Against Financing Criminal Activity

TOTVS does not condone any business involved in money laundering crimes or in financing criminal activities.

If you identify unusual practices or transactions in the market, such as cash payments or business transactions in which the actual purpose and source of revenue is not clear, report it on our **Ethics and Conduct Channel**.

### *What is money laundering and financing criminal activity? Why should I be concerned?*

*The crime of money laundering is characterized by a set of commercial or financial operations aimed at the transitional or permanent incorporation of resources, goods and values of illicit origin into the economy of a country. Yet the financing of criminal activities may occur from the allocation of such resources to finance them.*

*Money laundering occurs when companies - although they operate normally - are used to incorporate funds from illicit activities into their revenue and justify the origin of these resources to government authorities.*



## 9. Customer Relationship

We see the customer as the main success and sustainability factor in TOTVS, so we strive to fully comply with the agreed commitments and we devote all efforts to win the customer over and to keep him/her satisfied, with fast, efficient service and adequate after-sales service, anticipating the customer's needs and providing clear, accurate and true information about our products and services.

We must offer our customers products and services that meet their needs and increase their competitiveness, as well as transmit all knowledge required for them to use the software and services independently in their businesses.

### Examples of banned behaviors

- ❌ Sell products and services that are not aligned with customers' demands.
- ❌ Make commitments or agree conditions with the customers that the company cannot fulfill.
- ❌ Accept tasks in disagreement with the current legislation, TOTVS policies and rules.
- ❌ Offer or promote specific software development over TOTVS products.
- ❌ Attract customers' employees to work for TOTVS without prior agreement.
- ❌ Offer any kind of illicit favor to customers or potential customers to close sales.

*To close a sale with a customer, I have to give a discount higher than what is provided in the internal rules. Assuming that the achievement of goals in the semester depends on this sale, can I carry out this deal with the customer?*

*It depends. Simply achieving goals does not justify or authorize, on its own, a negotiation outside the limits established by the internal rules. Before closing the sale, you need to satisfactorily justify the reason for changing the negotiation parameters and request formal approval from the responsible parties.*

## 10. Relationship with Business Partners

Our sales representatives, partners, distribution channels and franchises must comply with the ethical standards and rules of conduct established by this Code, in order to build and maintain a relationship of trust and integrity with customers when selling TOTVS products and services.

We must define and disclose clear and specific instructions on the performance of our business partners, including bonus and incentive plans, to avoid cases in which sales efforts, even if well intentioned, may cause harm to customers or to TOTVS as a whole.



## 11. Relationship with Competitors

The competitiveness of TOTVS products and services must be based on free and fair competition and respect for the reputation of our competitors, therefore we do not make statements that may affect their image.

We believe that the presence of competition in the market helps in our learning process and promotes a constant and healthy challenge to our ability to innovate. The dispute for a customer is a usual practice and there is no reason to retaliate if a competitor succeeds.

We do not accept entering into agreements with competitors to set prices and sales conditions, to accept or adopt uniform or previously agreed upon business conduct, or to divide product markets.

***Can I participate in forums, committees or discussion groups on topics related to TOTVS's industry where there are competitors?***

*If duly authorized by your immediate supervisor, you can join these discussion groups or other initiatives with competitors, but be careful to never exchange or share confidential information. Additionally, pertaining institutional associations with which TOTVS is linked, the RIOS area must validate and provide guidance regarding your participation.*

***In my area of activity, it is common to benchmark other companies in the industry as a way of learning and improving best market practices. Does TOTVS allow this type of practice?***

*Benchmarking in the marketplace is not forbidden as long as your immediate manager approves it. When dealing with third parties for a benchmark, make sure the information provided and received is compliant with the TOTVS Information Security Policy.*

## 12. Relationship with Suppliers and Service Providers

The selection of and relationship with suppliers and service providers must be based on technical, clear and fair aspects and in the best cost-benefit conditions for TOTVS. Negotiations with companies or individuals known to have practices contrary to the legislation the Ministry of Labor for exploitation of slave and child labor are prohibited.

We must hire qualified and regularized suppliers for the processes involving TOTVS software and services and ensure that these suppliers, service providers and partners unquestionably adhere to the anti-corruption clauses established in the contracts and to the principles of this TOTVS Code of Ethics and Conduct.

Trips paid by suppliers to participate in conventions are permitted, provided that the event meets TOTVS's business interests and the trip is approved by the area's Leadership.

**We do not condone any kind of illegal or improper favoritism in the process of selecting and hiring suppliers and service providers.**

For further information, see the **Corporate Compliance Policy** and the **Policy of Business and Institutional Relations with Public Entities**.

***Is there a problem in accepting gifts or favors from suppliers?***

*Accepting favors of any kind is not allowed, as this may influence your decisions, or give the supplier the impression that it does. On occasions such as the holiday season, it is common for suppliers to offer gifts. Before accepting them, however, check if the items offered meet the limits laid out in this Code, and be careful so all competing suppliers are treated the same way, not favoring a particular supplier in the contracting process or contract management.*



*I was invited to participate in a convention to present a new product technology that TOTVS already uses, and travel expenses will be paid by the organizer of the event. How should I proceed?*

*You may accept invitations to participate in events related to TOTVS's interests, including those paid by the provider. Before accepting, you must require formal approval from your area's Leadership.*

*Can I suggest to TOTVS to hire my wife's advertising agency?*

*It depends. You may suggest the company of a relative or close person to TOTVS to participate in the supplier selection process, as long as you are not responsible for or involved in the choice or management of the supplier in question, including authorization for payments for services provided. In addition, the process must strictly comply with the Internal Policies and Rules.*

## 13. Relationship with Public Entities

TOTVS values ethical and responsible conduct in its relationship with the public power, forbids any illegal practice and complies with the Anti-Corruption Law (12,846/13), which provides for the administrative and civil liability of corporations for the practice of acts against public administration.

The RIOS (Corporate Relations and Social Opportunity) area is the sole intermediary of the TOTVS Group to deal with corporate affairs with Public Entities. Following the **Policy of Business and Institutional Relations with Public Entities**, you must guide the business relationship through the area responsible for sales and operational activities as well as for the management of contracts in progress, processes that are periodically audited.

Participation in bidding processes must comply with the Bidding Law (8,666/93), the Law of State-owned Companies (13.303/16) and other applicable legal provisions, thus not tolerating any conduct with the purpose of defrauding, manipulating, influencing decisions of public agents or any other act that characterizes traffic of influence to speed up routine services or administrative actions, as well as improper and illegal payments such as facilitation fees.

We contribute to the work of public supervisory and regulation entities, providing the necessary information to the audit and inspection procedures.

### Examples of banned behaviors

- 🚫 Offering benefits or gifts to public servants, their relatives or equivalent, members of political parties, candidates for elected positions, either directly or by third parties, obeying the Anti-Corruption Law and other provisions of this Code.
- 🚫 Carry out business or corporate agendas in TOTVS's premises with public officials who are in an electoral campaign.
- 🚫 Offer donations to election campaigns in TOTVS' name.

For further information, see the **Policy of Business and Institutional Relations with Public Entities**.

*Are there any restrictions on inviting public officials and paying for their expenses at TOTVS events?*

*Yes, you must respect the following rules: inviting Public Agents for events in Brazil or abroad, with the expenses borne by the TOTVS Group, is restricted to events of technical nature and will only be allowed with prior approval from the Compliance Leadership. The invitation must be formalized by the RIOS (Institutional Relations and Social Opportunity) area, and in case the events are held on TOTVS premises, make sure the public official is not on the electoral campaign.*



*During a bidding process, I received a request to pay an extra fee for the public agency to expedite the review of documents. How should I proceed?*

TOTVS does not approve the payment of any facilitation or urgency fees not provided by law for conducting business, regardless of its nature and customers involved. If you receive any request of this sort, immediately inform the Internal Controls, Risks and Compliance or Legal areas, in order to verify if the charge is legal and the appropriate measures to take.

*I received an invitation from a public official to discuss a business affair during lunch. Is there any restriction to this type of interaction?*

Yes, there are restrictions. You must schedule a meeting at TOTVS or at the state-owned agency or company and be accompanied by at least two TOTVERS. Moreover, interactions that produce business or corporate effects must, without exception, have minutes documented in electronic means with date certification.

## 14. Relationship with Investors

TOTVS went public on the stock market in 2006 and is listed on Novo Mercado, the highest level of corporate governance among companies listed on B3.

Relations with shareholders and investors must comply with current laws and regulations and be based on the communication of accurate and transparent information that allows them to follow TOTVS's activities and performance, in accordance with corporate and capital market legislation.

We respect the rights of all shareholders, regardless of their percentage of participation in capital stock, including the disclosure of periodic information or relevant facts, through the Investor Relations Department, respecting cases of justified confidentiality of information, and in accordance with a disclosure policy regulated by the Brazilian Securities and Exchange Commission, communicated to the São Paulo Stock Exchange and published on the company's website ([www.ritotvs.com](http://www.ritotvs.com)).

TOTVS adopts a shareholding model in which all shares are entitled to vote and does not practice any form of management payment that may represent, albeit indirectly, prejudice to the legitimate interests of majority or minority shareholders.

TOTVS's transactions with its shareholders or other related parties must comply with market conditions and be disclosed as required by legislation for publicly-held companies.

For further information, see the **Disclosure Policy of Material Information and Preservation of Secrecy** and the **Policy on Related Party Transactions of TOTVS**.

## 15. Relationship with the Press and Digital Media

TOTVS recognizes the importance of the role of the media in modern society, whether it is the traditional press or blogs, forums, social networks and other forms of digital content dissemination, and maintains an open communication channel with this public.

We must build a relationship of credibility with the media and its professionals, as well as care for the institutional image, organizational reputation, brands and products of TOTVS. Therefore, we must guarantee the uniformity and quality of interactions with any journalist, specialist or digital influencer through spokespersons, TOTVS professionals carefully chosen and trained.



Any interaction between TOTVERs and professionals and representatives of the press or digital media is not allowed, with the exception of the spokespersons instructed and accompanied by the press office, in charge of TOTVS Corporate Marketing.

In case of circumstances not provided in this Code and that imply in the disclosure of information or expression of opinions on behalf of TOTVS to any medium, including public social networks, it is necessary to obtain formal authorization from Investor Relations in case of financial information, and from Marketing, for other subjects.

**Any and all requests from media professionals are assessed and answered by the press office.**

***A journalist/digital influencer approached me to talk about a new TOTVS product in the market. Can I answer them and provide details about how the software works, since I was one of the developers?***

*No. Any interaction with media outlets must be notified, assessed and monitored by the press office and only the spokespersons designated by TOTVS are authorized to give interviews and make statements to the press. Therefore, in this case, you must inform that you are not authorized to speak of or comment on corporate matters and forward the contact of the journalist to the responsible area.*

***I'm at an event and a media representative would like to get information about TOTVS or what we are presenting, but there is not a spokesperson present. In this case, can I give the interview and communicate it later?***

*No. If you are attending an event where media may be present, notify the Marketing area so that there is enough time to understand the opportunities for exposure and to justify the displacement of a spokesperson. If the presence of a spokesperson is not possible at the time, you must explain that you are not authorized to speak on behalf of TOTVS and that they can contact the company's press office for assistance.*

## 16. Relationship with Unions

We recognize the unions of the category and the employers' unions of which we are a part of as legitimate representatives of the parties involved in labor and union relations, with respect to free association and continuous dialogue upon building productive and harmonious labor relations.

## 17. Donations, Contributions and Sponsorship

Except for duly justified exceptions and supports backed by tax incentives, donations in the name of TOTVS Group, whether of money or otherwise, are preferably allowed for the IOS - Instituto de Oportunidade Social (Social Opportunity Institute), OSCIP maintained by TOTVS.

Sponsorships, ever previously approved by the RIOS area, must be directed to institutions and partners whose honesty can be attested, and their use as a means of defraying illicit activities or payments or obtaining undue advantages for their own benefit or that of others is not tolerated.

**We forbid any kind of contribution, payment of expenses, donation and disbursement of money or not in favor of public agents or related persons, as well as for political parties or electoral campaigns.**



## 18. Social and Environmental Responsibility

We encourage raising environmental and social awareness, through our own activities or promoted by third parties, inside and outside the company's premises. TOTVS is the main funding entity of the Social Opportunity Institute (IOS), a non-profit organization that offers professional training for low-income youth and people with disabilities.

We are committed to protecting the environment and complying with environmental legislation, prioritizing the use of clean technologies, an essential factor for sustainable development.

In this regard, we adopt practices that optimize the use of electric energy and water, and take proper care when disposing of solid waste, with the purpose of minimizing environmental pollution and personal risk to TOTVERs and the community.

**We stimulate TOTVERs to contribute with ideas that reinforce these practices.**

## 19. Conflicts of Interest

We must ensure that our personal actions and decisions are not influenced by personal interest and do not conflict with the interests of TOTVS or cause damage to its image and reputation.

Conflicts may arise when political, social, financial, and personal investments, activities, or interests of your own, of a family member, or acquaintance affect or appear to affect your decisions on behalf of the company, or in cases where your objectivity may be questioned due to these interests or activities.

In the event of conflicts of interest, even if only potential, involving a member of the Board of Directors, the Audit Committee and/or the Ethics and Conduct Committee, of TOTVS Managers and Leadership, the conflicted party must notify the other members and refrain from participating in the aforementioned deliberation.

### Examples of banned behaviors

- Using any illicit means or personal favors in relations with customers, suppliers or authorities for any kind of transaction of personal interest that may conflict with TOTVS's interest.
- Acting as a competitor of TOTVS, regardless of personal gain, as well as using TOTVS's assets or trade and technological secrets for any purpose other than the regular performance of professional activities.
- To participate in the discussion and decision processes involving conflicting situations, whether actual or potential.

### 19.1. Romantic and Family Relationships

Family and romantic relationships between TOTVERs are allowed; however, in cases where there is direct subordination among those involved, or work in the same area, the immediate superior must communicate them to the Human Relations and Internal Control, Risk and Compliance areas for assessment and follow-up.



*I would like to recommend a cousin for a position in my area. Is there any problem in this?*

*It depends. You may recommend them, as long as you are transparent as to the degree of kinship and that said position does not imply a relationship of subordination or influence in the decision-making process regarding performance assessment and remuneration or joint approval for the payment of expenses, for example. The Human Relations and Internal Controls, Risk and Compliance areas carry out this assessment and follow-up, and in critical cases, the Ethics and Conduct Commission validates them.*

## 19.2. Parallel Activities

The exercise of activities parallel to those performed in TOTVS is permitted, provided that they are not carried out during the working hours, do not use company resources and do not present a potential conflict of interests, as described in this Code.

The participation of key TOTVS administration members in other companies' boards of directors must be submitted for review to the Corporate Office of Compliance and the Governance and Designation Committee.

*I was approved in a selection process to teach at a university. Do I need to notify TOTVS?*

*Yes. You must notify your immediate superior or the Human Relations area regarding this parallel activity, so they may evaluate whether a potential conflict of interest exists. The cases considered critical are submitted to the Ethics and Conduct Committee for review.*

## 19.3. Gifts and Hospitality

The offer of gratuities, which are institutional items with the logo of TOTVS or IOS, and of gifts, must be related to business activities and in no way be used as a mechanism to influence decision making. As a rule, we can offer or receive gifts or gifts of up to BRL 150.00 (Brazil) or US\$ 50.00 for other countries, or according to local legislation.

For public servants, only offering and receiving gifts is allowed, provided they are limited to the amount of BRL 150.00 and obey the regulations, policies or codes of the respective public servants, agencies and entities to which they belong.

Gifts that exceed the designated amount must be returned to the offerer or, if not possible, delivered to the Internal Controls, Risks and Compliance area to be donated to the Social Opportunity Institute (IOS).

*Can I offer gratuities, gifts and services to prospects as a business strategy to increase customer base?*

*You can offer gratuities with the TOTVS or IOS logo with no restriction. Gifts, services or trips must be related to sales actions approved by the Marketing Area and by the Services and Relationship Officer.*

## 19.4. Admission of Former Public Servants

The admission of former public servants and of relatives of former or current public servants must be analyzed by the Human Relations area and, if appropriate, brought to the attention of the Ethics and Conduct Committee to assess possible conflicts of interest and hiring persons with legal restrictions.



## 19.5. Political-Partisan manifestations

TOTVS does not take political sides and will not take any initiative that may be construed as benefiting politicians or parties. We respect the right of the TOTVERS to participate in the country's politics, and we encourage them to fulfill their duties as citizens. However, political-partisan manifestations are understood as personal opinions and do not represent the company's institutional position.

**It is not permitted to use TOTVS facilities and its corporate communication channels to publicize political propaganda, or to maintain or promote political-partisan relations that may favor candidates to elective offices.**

## 20. Confidentiality and Information Security

Information security is fundamental for business sustainability and credibility, as we receive, process, treat, provide and store large amounts of our own data, from customers, employees and business partners.

We must ensure security and safeguard the integrity of this information in our systems and equipment by regularly backing up data and adopting appropriate mechanisms to protect it against cyber attacks, invasions and information leakage.

We protect our property, mainly intellectual, and adopt the same austerity with our competitors, customers and business partners; we do not abide to espionage to obtain trade secrets from third-parties.

TOTVERS must participate in trainings proposed by the company and pay attention to periodic corporate communications with relevant guidelines on information security.

**The technologies, methodologies and information produced by the employees are exclusive property of TOTVS, and the use for private purposes as well as the transfer to third parties are forbidden.**

### Examples of banned behaviors

- 🚫 Disclose registration data or any other type of information related to customers to third parties without prior consent.
- 🚫 Provide to third parties, including but not limited to competitors, any information from TOTVS that may harm their business in any way.
- 🚫 Use, produce or reproduce pirated software or violate current legislation when using the company's technological resources.
- 🚫 Alter, copy, share, use, reproduce, or delete data without prior approval from the customer.
- 🚫 Share passwords with third parties.
- 🚫 Keep personal copies of files owned by the company.



*An emergency situation occurred and I need to approve a payment on the system by the end of the day, but I am returning from a trip and will not be able to get to the company in a timely manner. In this case, can I give my password to someone on my team to do this using my login?*

*No. Under no circumstances can you share your password or login with a third party, even if they are a person on your team. Credentials (login and password) are individual and non-transferable and the user is responsible for their safekeeping.*

*If I leave TOTVS, can I copy the files and documents I created during the time I worked at the company?*

*No. All information you have produced in this period is the property of TOTVS. Copying files and documents constitutes a violation of this Code and of the confidentiality terms to which you have agreed, as well as potential legal implications.*

*I'm working on a project and the deadline is tight. Can I send some files to my private email and finish the work from my personal computer?*

*If you comply with the Personal Technology Resource Policy, you can work using your personal resources (computer, tablet and smartphone). However, due to security and confidentiality issues, you cannot share or send company-owned files to your personal e-mail accounts, especially if it is internal, restricted, or confidential information.*

For further information, see the **Information Security Policy**.

## 20.1. Inside Information

We must avoid talking about company matters in public places and maintain absolute secrecy about confidential or privileged information to which we have access as TOTVS professionals.

The commercial use of this information for your personal benefit or that of others or in the negotiation of securities constitutes a breach not only of this Code, but of applicable law, in the administrative, civil and criminal spheres.

### **What is inside information?**

*Any piece of information considered relevant and not yet disclosed to investors, such as: strategic business decisions, mergers and acquisitions negotiations, entering new markets, launching new products/services and calculation of financial results.*

*Due to my activity, I learned that the company is negotiating equity participation in another company, but this has not yet been disclosed to the market. Is there any problem if I tell the news to someone in my family?*

*You may not share inside information, regardless of your degree of kinship. This information may influence the buying and selling of shares, which is an undue advantage over investors who are still unaware of it.*

For further information, see the **Trading Policy of Securities Issued by TOTVS**.



## 21. Social Media

We must respect the rules for using the Internet, e-mail and corporate social network, as well as official interaction channels on social networks and other digital media aimed at communicating with customers, partners, suppliers and the public in general who are interested in interacting with the TOTVS brand, learn about its products/services and be up to date on news and events.

When visiting a website and posting or sharing content on social networks, make sure that it complies with the rules of conduct determined by this CODEC and other corporate policies and regulations, while respecting prohibitions on pornography, advertisements, messages of political nature, discriminatory or inciting violent behavior, as well as inside information.

Employees must not publish, transmit, reproduce, process, distribute, provide or use confidential content.

*I am very pleased with how a new product development project is evolving. Can I post pictures and comments about its progress on social media?*

*You must not post about ongoing projects on social networks, as it is most likely that your post contains confidential information and may expose the intellectual property of TOTVS. If you have questions, seek the Marketing or Internal Controls, Risk and Compliance areas to identify potential risks.*

## 22. Accounting Records

TOTVS's accounting records must faithfully mirror all of its effective transactions and respect the accrual period and the applicable regulations.

Managers, executive officers and directors must strive to create and maintain an environment of internal controls that ensures the accuracy and reliability of all the information disclosed by TOTVS to the securities market in general and to regulatory agencies.

TOTVS's internal controls environment aims to ensure that financial and commercial transactions are precisely recorded with clarity and reliability, guaranteeing that only accurate information will be provided to internal and external audiences, without any kind of manipulation.

## 23. Ethics and Conduct Committee

The Ethics and Conduct Committee encourages and promotes the integrity and commitment to TOTVS's values and standards of conduct described in this Code.

The Ethics and Conduct Committee receives the complaints, formally evaluates whether the code has been violated and defines which reprimand will be applied to the offender, which may be disciplinary, such as a warning, dismissal for just cause or legal action, depending on the case.

We manage all complaints impartially, regardless of position or hierarchical level, and ensure the anonymity and secrecy of the complainant's identity.



## 23.1. We do not tolerate retaliations

We guarantee that the complainant will not suffer any reprisal for reporting an alleged irregularity, even if it is not proven after the investigation, for we understand that allegations in good faith are an act of protection of TOTVS's assets, image and reputation.

## 24. Reports and Claims

TOTVS has an independent and absolutely confidential Ethics and Conduct Channel. If you are aware of any situation or practice contrary to the provisions of this Code, please notify the TOTVS Ethics and Conduct Committee immediately through the available channels (0800 721 5966 in Brazil, 55 11 3232 0766 in other locations) or through the URL [www.totvs.com/eticatotvs](http://www.totvs.com/eticatotvs), anonymously or identified, or, if you prefer, contact the Corporate Office of Human Relations or the Internal Controls, Risks and Compliance area.

## 25. Approvals (Document)

Name / Position	Description
Manuela Loeser Manager of Internal Controls, Risks and Compliance	Prepared by
Silvio Roberto Reis de Menezes Compliance Officer	Review
André Rizk Legal Officer	Review
Ethics and Conduct Committee	Review
Audit Committee	Recommendation
Governance and Designation Committee	Recommendation
Administration Board	Approval