

## **CODE OF ETHICS AND CONDUCT**

### **1. Basis and objectives**

#### **a. Basis**

This Code of Ethics and Conduct (CEC) is based on legal standards, ethical principles and good practices applicable to the profession of attorney and the provision of professional advice in general, both nationally and internationally. Thus, the CEC has as references and sources, in their relevant aspects, the current legislation in Paraguay, foreign regulations applicable as a result of relationships with foreign colleagues and clients, and guidelines of national and international professional associations of which Vouga Abogados Sociedad Simple, with RUC N ° 80087310-6, (the **Firm**) or its professionals are members. In particular, the CEC takes into consideration the IBA International Principles on Conduct for the Legal Profession (2011). Likewise, the CEC is nourished and reflects good practices of the Firm that have been internalized by previous and current Members (as defined hereunder) over decades of professional service, and that give the Firm an ethical and professional identity of its own in the internal relationship among its Members, and external with other colleagues, firms, clients, public administration and the society in general.

#### **b. Dual purpose - Beneficial duty**

The adoption of the CEC is based not only on the importance of adjusting the activities of the Firm to professional ethics, but also on the belief that ethical professional practice is essential for efficient sustainable corporate management. This is in turn consistent with the vision of the Firm as an institution with its own entity, beyond the particularities of its Members, who understand and hope that the Firm transcends and lasts as a benchmark of professional excellence and ethics.

### **2. Application of the CEC**

#### **a. Application without exceptions within the Firm**

The CEC applies mandatorily to all those who are part of the Firm without exception, including both the legal and administrative departments; so it applies to partners, associates, interns, lawyers, other professionals, attorneys, students and assistants, internal and external, who are part of the Firm (jointly Members, individually Member).

#### **b. Acceptance of the CEC as a *sine qua non* condition to be part of the Firm**

Knowing the content of the CEC and accepting it without reservations is an indispensable condition to be part of the Firm. Therefore, all Firm Members must accept the CEC in writing. Those who join the Firm later must also accept it in writing before performing any role within the Firm.

#### **c. Application of the CEC to third parties**

Taking into consideration the nature of the services and products supplied to the Firm, the Board of Partners shall determine the suppliers and other third parties that must accept in writing this CEC to adjust their activities to it as applicable, in order to protect the interests of the Firm, its Members and clients.

### **3. Supervisory bodies and application of the CEC**

**a. Board of Partners (BP).**

As the supreme body of the Firm, it has the capacity to appoint a lawyer of the Firm as Ethics Officer (EO), replace him/her when deemed necessary, implement measures for the effective application of the CEC, apply sanctions as submitted by the EO, and other faculties set forth in this CEC.

Regarding the CEC, the decisions of the BP shall be by absolute majority of its members, except to modify the CEC, in which case an absolute majority of 2/3 shall be required. For decisions on matters raised or proposed by the EO, the latter shall have voice but not vote, and shall not be considered for the calculation of majorities or quorums. As far as the CEC is concerned, the BP shall have sufficient quorum with the absolute majority of its members (50% + 1 of the partners list).

**b. Ethics Officer (EO).**

His/Her functions are to guide and answer queries on the application of the CEC, promote its dissemination and effective application, receive and process complaints, raise them for the consideration of the BP and other functions set forth in the CEC.

Any Member who is a lawyer may be elected or re-elected as EO and shall be in charge until the BP considers it necessary or the member resigns as EO or leaves the Firm. The appointment of the EO shall be communicated without delay to all Members so they know before whom they can raise complaints.

**c. Due registration as an element of management transparency**

Both the BP and the EO shall leave written records of all their actions, which shall be duly signed by the members present, ordered chronologically and kept safe for their conservation and eventual verification.

**4. Ethical and excellence principles and commitments of the Firm**

The Members of the Firm are committed to governing their professional conduct in accordance with the principles of ethics and good professional practices stated in this CEC. These values and principles apply to all professional relationships of the Members, including those internal within the Firm and external with clients, other Firms, colleagues, public administration and society in general. The Firm values these principles in the conviction that professional ethics and excellence are inseparable from each other and essential for sustainable business success because they generate trust, respect, quality and mutual benefits.

In accordance with the previous paragraph, the Firm has adopted and shall continue to adopt the following commitments and principles of professional ethics and excellence:

**a. Honesty, integrity and justice: *Besides being essential duties, they aggregate value***

Members must maintain at all times the highest standards of honesty, integrity and fairness in their relationships within the Firm, with clients of the Firm, with other firms and colleagues, with public administration officials, always refraining from every and any type corrupt practices as well as professional and personal improprieties. This implies both refraining from disregarding the truth in the representation of client affairs and correcting any falsehood previously committed involuntarily.

The treatment of public administration officials and colleagues from other firms should always be respectful. The firms and colleagues of the competition should not be considered enemies, but as pairs of profession and possible allies.

The Firm has the conviction that right actions generate respect, credibility and trust with clients, colleagues and authorities.

**b. Legality:** *Voluntary respect for the law*

All Members must perform their professional activities within the limits established by law, without exceptions, including foreign regulations, providing they are known and applicable.

**c. Freedom of choice and competence:** *Freely chosen and maintained relationships*

The Firm must always respect the freedom of the clients to opt always for the professionals of their preference at all times. The purpose of the Firm is to win and retain clients through the provision of services that meet their needs in terms of quality, time and costs.

Likewise, the Firm has the same freedom to accept or reject matters, except for restrictions of law or rules of professional conduct.

**d. Independence:** *Objectivity must never be compromised*

The Members of the Firm must be in a position to provide independent and objective service, avoiding or, if taking place, reporting any circumstances that may diminish or jeopardize their objectivity, such as owning or acquiring interests that may oppose to or take precedence over those of the client.

When independence can be compromised, the BP shall decide by common agreement with the clients the best course of action to transfer the matter to another firm or to another Member, if this is accepted by the client and viable for the BP.

**e. Conflict of interests: The best interests of the client**

As a general rule, the Members of the Firm must abstain from any activities or intervene in any matters of clients that are in conflict with the interests of any other Members, the Firm, another active client, or a position assumed by the same Member in another matter or by the Firm in an institutional way (these last two, when it is an opinion or litigation). Exceptionally, the BP may authorize the taking of potentially conflicting matters with prior and informed consent of all affected clients, implementing a "Chinese wall" if necessary for the BP or required by some of the affected clients.

When a conflict of interest arises with an existing client or an ongoing issue, the Member in charge of the matter, with prior authorization from the BP, must immediately notify the affected customers. The Firm shall withdraw representations if necessary, as decided by the CP or as requested by the client, always granting a reasonable period of notice for the benefit of the affected clients.

Before any new issue or client, Members must ensure there is no conflict of interest by consulting the client database and, if deemed necessary by the nature of the matter or type of client, with prior authorization from the BP.

**f. Defense of the client's interests: Commitment to the matters assumed**

Once an issue has been accepted, the Firm is committed to treating it diligently until it is fully completed, unless there is just cause to resign, giving reasonable notice to the client, always with the obligation to avoid or, if it is not possible, to reduce it to a minimum any possible damages to the clients.

**g. Confidentiality: Professional secrecy as a right of crucial value for clients**

The Members must keep strict confidentiality about the information and non-public documents received from clients and the content of the advice given to them, as well as about any confidential information known in the exercise of the profession, even if they do not come from clients themselves. The duty of confidentiality extends to information and documents that were public but whose transmission or disclosure would be detrimental to the interests or image of the Firm, any of its Members or clients.

If the client expressly requests it in a specific case, the confidential information shall not be shared with other Members of the Firm beyond those directly involved in the case in question as reported to the client. However, the information may be shared to the extent necessary with other Members when it is unavoidable to determine the existence of conflicts of interest or comply with other legal duties and the CEC, with the obligation in such cases to disclose the minimum information required.

Discussions about affairs of clients and the Firm should take place strictly within the professional field. The transmission or disclosure of confidential information shall only be possible when it is either expressly consented by the client, or permitted or required by law or professional standards of conduct.

Any eventual leakage of information known by a Member must be reported immediately to the BP. It is very important to observe Firm's good practices of computer security in order to reduce risks of leakage of confidential information.

Confidential information should never be used for the benefit of Members or third parties, either directly or indirectly.

**h. Ethical relationship with the public administration: *Transparency and independence of the Firm from the public administration***

The interaction with public officials shall always be transparent and ethical, and offering any advantages is strictly forbidden. It should be noted that officials are also subject to rules of conduct regarding receipt of gifts, trip invitations, participation in events, and carrying out activities during working hours.

As long as they carry out activities for the Firm, Members shall not be able to hold positions in political parties or in the public administration, nor can they run for elective offices. At the request of the interested Member, the BP may suspend the relationship with the Firm of that Member intending to carry out the aforementioned activities incompatible with those of the Firm. Otherwise, the interested Member shall always have the full freedom to hold and apply for such positions, but shall leave the Firm.

Members shall always inform the CEC of their participation in or connection with associations, guilds and the like so that the Firm may take into account any possible conflicts of interests or independence in current or future matters of the Firm.

Public administration is defined as the set of body and entities of the Paraguayan State or of any other foreign states at all levels (national, departmental, municipal, federal, state) and all powers (executive, legislative and judicial), as well as extra-power bodies, mixed economy and private companies with majority or dominant ownership of any state. It also includes international, multilateral and supranational organizations and public entities. Public official is any person who holds a position in public administration, even if it is temporary or without remuneration.

**i. Anti-corruption:** *Observance of international standards*

The Firm does not tolerate corruption practices of any nature, so all its Members must comply with all applicable national and foreign anti-corruption laws, particularly the Paraguayan Criminal Code, the Foreign Corrupt Practices Act (FCPA) and the United Kingdom Bribery Act (UKBA) of the United Kingdom. The Firm voluntarily adopts both foreign regulations for all its matters, without exception, due to the high proportion of its international clients subject to said regulations and in order to apply uniform and clear rules in all matters.

Consequently, it is prohibited for all Firm Members to accept, receive, offer or give, either directly or indirectly through another person, any goods, economic benefits, pecuniary benefits or bribes to or from the public administration, public officials, clients, suppliers and any other public or private individuals or legal entities with the intention to obtain undue favors, including, but not limited to, entering into or maintaining commercial relationships, obtaining licenses, authorizations, permits or similar, speeding up processes or procedures and, in general, influencing the decision making in regulatory or inspection measures.

Exceptions are those present in kind, invitations or meals of moderate value, which are not routine nor are they intended to influence the making of any undue decisions. These exceptions should be construed restrictively, and should be consulted with the EO in case of doubts.

**j. Professional excellence:** *The satisfaction of doing things well*

Members must always make their best effort to provide customers with effective solutions in the shortest possible time.

The products generated for the clients and the communications with them must have as premises a concise (as brief and complete as possible), organized, pragmatic, simple and clear wording, in order to allow a better comprehension of everything relevant in as little time as possible.

Excellence also includes the correct use of the best available information and technological tools, being the Firm committed to making its best efforts to continuously improve and update said tools.

Members shall keep clients informed of the status and progress of their affairs, and allow clients to make informed decisions regarding their issues.

All Members must be constantly trained and updated in the field of their respective areas of expertise, which shall always be encouraged by the Firm.

Work shall always be channeled with the aim of taking advantage of the respective expertise of the Members in order to maximize time and quality of work.

Providing quality service is and shall be a source of satisfaction for all Members.

**k. Team spirit:** *What benefits the Firm is best for everybody*

The interests of the Firm and fundamentally the lawful interests of the clients must always prevail over the personal interests of the Members and their respective work teams.

All Members must efficiently share their own knowledge and experiences with their co-workers, thus generating synergies for the benefit of everybody. Likewise, it is the obligation of anyone who does not have sufficient experience and knowledge of a subject to request the interaction of the area specialists before issuing an opinion or performing a service.

All Members are committed to give those juniors the opportunity to acquire the best expertise and practices, using coaching, mentoring and mainly good example as tools.

Members should always pursue good relationships, fluid communication and transparency in the personal relationships within the Firm because they are fundamental to create a pleasant and productive work environment for their own benefit.

Members must objectively and constructively assess the attitudes, aptitudes and merits of their co-workers as a condition to make meritocracy effective within the Firm.

Members shall communicate in advance to the BP when they wish to take on their own any personal matters, those of relatives or of any other nature. The BP may prohibit intervention in any such matters in case of conflict with the CEC or other policies of the Firm.

**i. Equality and non-discrimination:** *As basics of meritocracy, fundamental to sustainable success*

In all the relationships reached by the CEC, Members must always treat others equally, abstaining from any discrimination based on gender, sexual orientation, ethnic origin, nationality, religion, economic resources, political convictions or marital status.

Members must ensure the application of a regime of meritocracy with equal opportunities within the Firm for the hiring and assessment of co-workers, suppliers and clients, as an indispensable element for sustainable and lasting collective success. Members must ensure the Firm is always an area where the abilities and merits of its Members are encouraged and acknowledged.

Members must repudiate and refrain from any moral or sexual harassment.

**m. Due care of properties of clients and third parties:** *Clear accounts keep good relationships*

Members must safeguard any assets of the clients or third parties that are delivered to them, keeping them separate from the assets of the Firm and its Members, giving them the appropriate destination and documenting any transactions with said assets. The possession of said assets must be compatible with the Firm's professional activities. The assets of the Members themselves and the areas of common use should also be respected, ensuring the safety and respect of all users.

**n. Fair remuneration and cost efficiency:** *The collection of what is fair according to the work done*

The Firm must always pursue a reasonable remuneration for the services provided, always respecting the agreements of fees agreed with clients. It is mandatory to record time incurred and the tasks performed, allocating human and material resources efficiently with the aim avoiding unnecessary

costs or work. The intervention of the Members in the matters must be correctly recorded, communicated and respected.

**o. Equality before relations of kinship: *Ensure equal treatment***

All possible acquisitions of goods or services to spouses or relatives up to the fourth degree of affinity and the contracting thereof should be adjusted to common market costs and patterns, and to Firm's policies, in accordance with the principles of meritocracy, free competition and efficient use of resources adopted by the Firm. In these cases, both the Members and relatives must inform the existence of kinship as soon as they become aware of it.

**5. Queries, complaints and penalties**

**a. Queries**

Any individual or entity subject to the provisions of this CEC may submit queries to the EO on the interpretation and application of the CEC. The EO shall reply within ten business days. If the EO deems it convenient, he/she shall inform the content of the query and the reply to Members and, if relevant, to suppliers.

**b. Submission of complaints:**

Complaints about any CEC violations may be filed by any natural or legal person without the need for strict formalities, addressing the EO or the BP (if there could be a conflict of interest with the EO), either orally or in writing, personally, by phone, via email, letter or any other means of analog communication, existing or to be created. These complaints can be anonymous or with identity protection. In order to facilitate the investigation, it is desirable that a complaint contains a clear and complete account of the facts, possible parties involved and evidence.

Any Member who has knowledge of a complaint or violation of the CEC shall channel or raise the pertinent complaint. Failure to do so amounts to a violation of the CEC.

The emails addressed to [etica@vouga.com.py](mailto:etica@vouga.com.py) shall be automatically routed to the EO according to a preset configuration of the mail server.

Complaints against the EO may be filed before the BP, who shall designate an *ad hoc* replacement for the EO in order to study the complaint in question.

The filing of complaints must be made in good faith. The filing of false complaints in bad faith amounts to a violation of the CEC. The mere final rejection of a complaint is not enough to qualify it as false and in bad faith.

**c. Complaints processing**

Once a complaint has been received, the executing agency shall have thirty days to process complaint and submit a non-binding recommendation to the BP. The eventual sanction shall be recommended and applied taking into consideration the seriousness of the violation, the records of the offenders and the damage (suffered or potential) for the Firm, its Members and clients.

**d. Decision**

Once the non-binding recommendation has been submitted by the EO, the BP shall make a grounded decision to dismiss the complaint or apply penalties. There shall be no recourse against BP's decisions.

**e. Penalties**

The BP may apply verbal warnings, written warnings or dismissal (in the case of suppliers, termination of the contractual relationship). Alternatively, the BP may apply other penalties to Members, such as suspension, deprivation of economic benefits or suspension of promotions in replacement of dismissal when it deems convenient to do so for valid special reasons.

**6. Dissemination of the CEC**

Bearing in mind that easy access to the CEC is essential to ease its effective application, the full and updated copy of the CEC shall be permanently available on the website or database of the Firm, so that it can be consulted at any time by Member.

The CEC shall be made available to all clients who request it, which is why it is written in both Spanish and English.

At the bottom of the CEC, EO's name and the email address [etica@vouga.com.py](mailto:etica@vouga.com.py) shall be stated in order to ease the submission of complaints.

The CEC will propose periodic training to the BP as deemed necessary to promote the effective application of the CEC by the Members, socialize any changes to the CEC, improve its compliance according to experiences arising from its application, violations and applied penalties.

**7. Coming into force, modifications and miscellanies**

This CEC shall come into effect from the day following its communication to all Members.

The BP may modify the CEC by a decision of two thirds of its members, prior to the socialization of the intended changes among the Members and subsequent dissemination of the accepted changes.

This CEC applies without prejudice of the provisions to the respective contracts signed between Members and the Firm. In case of conflict between the rules of the CEC and those of the respective contract, the latter will prevail.

---

\*Ethics Officer: Carlos Vouga ([etica@vouga.com.py](mailto:etica@vouga.com.py))