



CODE OF CONDUCT AND INTEGRITY

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1 - MESSAGE FROM THE TOP MANAGEMENT

Dear Sirs,

Ethics and integrity are relevant and non-negotiable assets in our Company.

For us, integrity is not a word in the document title. It defines the legal personality of QUALITECH. It is not something we pursue, but an essential and unique value on which we base our relationships, both internal and external.

This Code is based on our culture, ethical principles and the relationship between QUALITECH and its various audiences. This relationship sets expectations for our performance, quality and diversity. It also includes our personal and professional commitment to act with honesty, integrity, responsibility, accountability and respect at all times. And that's your part. As a Recipient, you have a responsibility to uphold the Company's values and principles.

All suggestions are welcome and has fundamental importance for the practices to be improved over time.

Together, we need to work and take care of QUALITECH respecting all the values present in this Code that guide the universal conduct expected of everyone involved in our production chain.

In this way only we'll become a global reference in Inspection, Repair, and Maintenance solutions, performing our activities with excellence, integrity and sustainability, in order to achieve the recognition of the Company in a continuous process of gaining trust that will allow us to succeed with our mission.

WILSON DIAS
General Director

LEONARDO TORRES
Operations Director

2 - INTRODUCTION

This Code aims to make everyone aware of essential principles, inside and outside the Company.

QUALITECH's Integrity Program contained in this Code is composed of the set of policies, standards and procedures aimed at preventing, monitoring, detecting, mitigating where possible and responding to inappropriate conduct by any recipients.

Remember: the responsibility for the success of the Integrity Program lies with the entire organization.

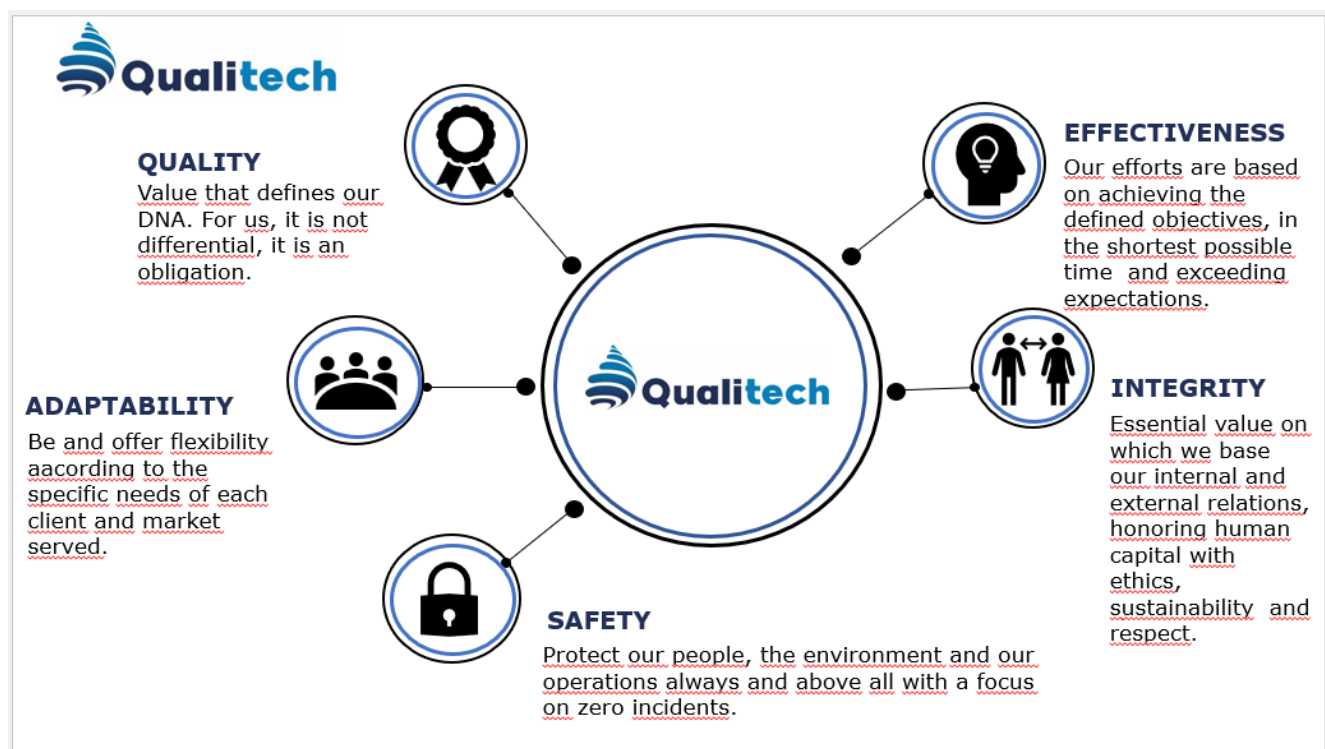
3 - QUALITECH PURPOSE AND VALUES

6.1 - PURPOSE

Quality and innovation to ensure safety and sustainability in all operations.

6.2 – INSTITUTIONAL VALUES

Our beliefs and attitudes are based on our five values, which define our DNA and performance with customers, partners and society.



4 - RESPECT

Considering our profile and risks, we sign the Values and this Code of Conduct based on respect for others, our operations, the environment and applicable laws and regulations in the countries where we operate.

The standards of ethics and conduct represent the expected behavior of all Recipients, gathered in the Values and in this Code of Conduct.

5 - PARTICIPATIVE MANAGEMENT

QUALITECH provides a favorable environment, favoring dialogue, and encourages the participation of its Employees so that they can effectively contribute to the Company's management.

6 - WORK ENVIRONMENT

QUALITECH provides its Employees with an adequate work environment, aiming at safety, hygiene, health and well-being. Individual rights are recognized and must be respected.

In the exercise of their activities, Collaborators must preserve and protect the Company's assets, such as its facilities, intellectual property, equipment, materials, technological and strategic information, as well as its operational bases, among other QUALITECH assets.

7 - PREVENTION, PROTECTION AND SAFETY

Our prevention and safety activities are consolidated by our integrated management system that follows strict criteria based on the current legislation in each country where QUALITECH operates, guided by a policy that includes issues such as education, training and commitment of the workforce.

We are committed to providing a safe and secure environment for our personnel in our facilities and/or workplaces. In this context, prevention and safety mean preventing any and all types of accidents and incidents related to personnel, environments and goods. We continuously work on improving and refining our prevention and safety initiatives.

8 - ETHICAL CONDUCT

QUALITECH is a multinational company that strives for integrity, ethics, quality, safety and socio-environmental responsibility.

QUALITECH's actions with the Recipients must be guided by: ETHICS, RESPECT, TRUST, IDONEITY, LOYALTY, EQUITY and TRANSPARENCY.

Recipients must hold themselves to the highest ethical and legal standards and refrain from engaging in activities that are or appear to be dishonest, deceptive, that may create a conflict of interest, or otherwise interfere with the Company's business or performance of functions of a Collaborator. Employees are encouraged to interact with others, both inside and outside the work environment, in ways that promote the best interests of the Company.

Unethical, fraudulent or illegal actions may include, but are not limited to:

- a) Forgery and/or adulteration of loans, credits, accounting records or timesheets;
- b) Theft or misuse of assets owned by an Employee, the Company or the Customer;
- c) Violation of any federal, state or local law;

d) Any inappropriate attitude that may represent an ethical concern or conflict of interest must be reported immediately to your immediate manager, and, if related, to Senior Management, who will always be available to assess the matter.

11.1 – UNACCEPTABLE PRACTICES BY QUALITECH

Under the terms of this Code, any type of discrimination, harassment, child labor, slave labor, unhealthy work, violation of safe work practices, predatory environmental behavior, passive or active corruption of any degree or nature, predatory competition, breach of industrial secrecy, use or trafficking of weapons will be UNACCEPTABLE.

11.2 – INAPPROPRIATE PROFESSIONAL CONDUCT

Failure to carry out the assignments conferred with professionalism, honesty, respect, impartiality, responsibility, seriousness, efficiency and quality.

11.3 – ALCOHOL AND DRUGS

The QUALITECH's Alcohol and Drugs Policy's goal is to prevent illegal and abusive use of alcohol and drugs, without a medical prescription, since the use of these substances interferes with people's attention and skills, which may alter their behavior and cause unsafe acts and life risks.

The use of illicit drugs and ingestion of alcoholic beverages by any Recipient on the premises of QUALITECH, Clients and other Interested Parties is prohibited.

Violation of the Alcohol and Drugs Policy may result in disciplinary action and/or dismissal of the Collaborator or Service Provider, with their immediate removal from QUALITECH's premises. Additionally, the suspicion of any criminal activity may result in a report to the competent authorities. Violation of these rules will be dealt with in accordance to the regulations in force.

11.4 – CARRIAGE OF WEAPONS

The carriage of weapons will only be allowed to authorized and qualified professionals.

11.5 – MORAL HARASSMENT AND DISCRIMINATION

Exposure of someone to humiliating and embarrassing situations constitutes moral harassment and/or discrimination and may destabilize the Recipients, compromise QUALITECH's relationship with Recipients, as well as harm the organization's productivity and stability.

QUALITECH rejects any abusive conduct manifested through words, acts, gestures, behavior or in writing, which may humiliate, embarrass or disqualify any person or group, affect their dignity, physical and mental health, or affect their professional and personal life.

Any discriminatory practice based on sex, race, ethnicity, color, religion, age, nationality, disability, sexual orientation, gender expression or any other characteristic protected by law of any Recipient will not be tolerated and is expressly prohibited by this Code. QUALITECH provides all its Employees with the same growth opportunities, without discrimination.

Moral harassment constitutes any type of conduct that creates a hostile work environment characterized by offensive, obscene or derogatory comments, including, but not limited to:

a) make racial or ethnic insults;

- b) download, post, view, edit, photograph, print, distribute offensive or inappropriate content, or material of a sexual, ethnic, religious or racial nature;
- c) use offensive humor, including racial, religious, sexist or ethnic jokes;
- d) make derogatory comments or remarks regarding another Contributor's sex, race, ethnicity, national origin, age, disability, religion, sexual orientation, gender identity or expression, or any other characteristic protected by law; and
- e) making communications or engaging in other discriminatory actions.

11.6 – SEXUAL HARASSMENT AND MISCONDUCT

Sexual harassment is considered to be any attempt by a hierarchical superior or whoever obtains hierarchical power over a subordinate, with a view to obtaining sexual favors through reprehensible, undesirable and rejectable conduct, with threats or as a condition for maintaining employment.

It is considered bad conduct any attempt by a co-worker to create embarrassing and humiliating situations aimed at obtaining sexual favors through reprehensible, undesirable and rejectable conduct, with threats or as a condition for maintaining the job or good reputation.

Sexual harassment may include, but is not limited to, undesirable sexual assault, undesirable physical contact of a sexual nature, undesirable physical or verbal conduct of a sexual nature, undesirable solicitations of sexual favors, and physical, verbal or visual conduct of a sexual nature and/or directed at someone because of their sex.

Sexual harassment means any and all abusive, persistent, and intentional unwelcome conduct or actions in any of the forms set forth in the item above.

Unwelcome physical, verbal or visual conduct of a sexual nature may include, but is not limited to, any of the following types of behavior:

- a) explicit sexual proposals;
- b) sexual innuendo;
- c) sexually suggestive comments, nicknames or stigmas;
- d) sexually oriented teasing or jokes;
- e) pranks or jokes regarding sexual orientation;
- f) obscene gestures or language;
- g) obscene or sexually suggestive figures or drawings;
- h) display of sexually offensive graphic material;
- i) giving of gifts aimed at obtaining sexual advantage; and
- j) physical contact, such as stroking, pinching or touching.

Sexual harassment can have the following implications:

- a) unreasonably interfering with an individual's job performance or creating an intimidating, hostile or offensive environment.
- b) the threat of job loss, demotion, or change in responsibilities or benefits; or
- c) Complaints of acts of harassment or retaliation that violate this Code will be accepted in writing or orally and will be taken seriously and investigated, even if they are anonymous. Anyone who has witnessed sexual or moral harassment must report it immediately, to their immediate supervisor, to any QUALITECH manager, to any member of Human Resources, or through our helpline, as indicated in item 20 of this Code.

The supervisor or manager who becomes aware of a harassment complaint must immediately notify any member of Human Resources who supports its locality.

9 - CONFLICT OF INTERESTS

This occurs when an Employee uses the influence of their position or attributions to carry out acts that result in benefits to themselves, family members, or third parties, that conflict with the interests, activities, and/or image of the Company, or that may cause damage or loss to the Company.

10 -SERVICE PROVIDERS

The Company's Service Providers must be chosen considering objective criteria, based on the quality, reliability, price, usefulness and performance of the product or service. Service Providers must be treated fairly, correctly and honestly. Fees and commissions shall be paid to Service Providers only in the normal course of business relations. Any fees must be supported by documentation demonstrating that the amount charged is in line with the value of the service provided.

11 -QHSE POLICY

The objective of QUALITECH's QHSE Policy POL-QT-001 is to guarantee the integrity of all operations, promote health and safety, protect the environment and the company's assets, seek continuous improvement and customer satisfaction.

QUALITECH's QHSE policy is presented to every QUALITECH employee through training, meetings, consultation on the site, where everyone has the duty to comply with, according to the established principles.

12 -ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

This Code aims to disseminate among the Recipients the rules established in the anti-corruption laws, mainly the procedures provided for in Law No. 12.846/2013 and in the Decree that regulates it, in order to avoid the occurrence of irregularities and illegal acts in the businesses signed by the Company.

In hiring and business transactions with Individuals, observing the provisions in specific regulations and legislation on the nature of the activities that are the object of the transaction, such as labor and social security legislation, for example, as well as Law No. 10.406/2002 ("Civil Code"), whose Articles 186, 188 and 927 establish that anyone who, by voluntary action or omission, negligence or imprudence, violates a right and causes harm to others, even if exclusively moral, is committing an unlawful act and is obliged to repair it, emphasizing that this Code applies to all individuals, Legal Entities and Individuals, who make up the Recipients.

Likewise, when hiring any third party, QUALITECH will carry out an anti-corruption investigation process, evaluating the information, documents and transaction risks, in order to guarantee greater security for the business.

QUALITECH's policy is to comply with all applicable anti-bribery and anti-corruption laws, including, but not limited to, the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act ("UKBA").

Commercial bribery (not involving public officials) is also illegal in many countries. This Code prohibits any and all bribery in public or private sectors.

15.1 – PUBLIC ADMINISTRATION RELATIONS

This Code prohibits the payment and/or offering of bribes in the public and private sectors, and payments to/on behalf of public officials. Offering business courtesies to government officials deserves careful consideration and must be approved by Senior Management (unless exempted as noted below).

For this Code purposes, the term “public official” shall be interpreted broadly to include not only elected officials of a government, but also any agent or employee of a government or any departments, bodies, agencies or “entities” (such as joint-stock companies or other commercial companies) or a public international organization. “Public Official” also includes any person acting officially for or on behalf of any government or department, agency, body or entity, or for or on behalf of any public international organization. Examples of civil servants are:

- a) ministry official;
- b) head of state;
- c) judge, legislator or magistrate;
- d) private law person officially acting on behalf of a government department, agency or entity;
- e) political party;
- f) political party official or candidate for public office;
- g) employee of any government agency;
- h) agent or employee of a government-controlled company, including government-controlled financial, banking, health, and transportation institutions, as well as public service concessionaires;
- i) agent of a public international organization (e.g., World Bank, IMF, United Nations);
- j) employee of a government-sponsored pension or provident fund.

15.2 – BUSINESS COURTESIES

It is not permitted to offer any kind of commercial courtesy for improper or corrupt purposes. As an example, the following are considered business courtesies:

- a) gifts; personal favors;
- b) promotional items;
- c) travel expenses;
- d) meals;
- e) entertainment;
- f) donations to charities or philanthropic purposes;
- g) business opportunities;
- h) free or discounted products or services;
- i) internships, temporary assignment or employment for government officials or their family members;
- j) loans.

Employees may offer business courtesies to their professional contacts only if the cost of business courtesies is less than or equal to R\$200.00, such as gifts with the Company's logo.

Business courtesies must be in good faith, being directly related to a legitimate business purpose, such as: promotion, demonstration or explanation of QUALITECH's products and services, or fulfillment or performance of a contractual obligation.

Restrictions on Offering Business Courtesies to Public Officials: Collaborators may only offer business courtesies to public officials if all the requirements listed above are met and have been pre-approved by Senior Management.

Business courtesies must be offered in an open and transparent manner and must not be offered to induce or reward improper performance of an official function or activity. None of these courtesies can be in cash, only gifts with the Company's logo.

15.3 – FACILITATION PAYMENT

Any facilitation payments to government officials, third parties, customers and/or suppliers for the purpose of expediting or securing routine, non-discretionary actions are illegal and are therefore strictly prohibited, regardless of the amount involved.

15.4 – INTERMEDIARY THIRD PARTIES

QUALITECH cannot make payments through third parties that, if made by the Company, would violate the terms of this Code or any anti-bribery and anti-corruption laws. Therefore, before entering into or renewing contracts with intermediary third parties that represent QUALITECH in customer or government matters, all the requirements described in this Code must be observed.

Global anti-bribery and anti-corruption laws cover a wide range of conduct. If there is any doubt about the appropriate action to be taken, Senior Management should be consulted.

15.5 – SPONSORSHIPS AND DONATIONS

QUALITECH understands by sponsorship and donations the financial support given to third-party initiative projects aimed at cultural, social and socio-environmental causes, to contribute to a better world and with the goal of strengthening its image and its relationship with stakeholders, adding value to the brand, generating recognition and strengthen itself in its service market.

Only projects that meet one or more of the above objectives, comply with the rules of this Code, and fulfill the purposes of the laws that regulate different types of tax incentives will be selected.

We are committed to complying with the provisions of this Code in all of the Company's businesses and attentive to the history of those who will receive our sponsorships or donations, to avoid possible associations of QUALITECH's image with fraud or corruption.

13 -SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

The proactive promotion of sustainable development, aiming at preserving the environment and a better quality of life for future generations, is the main objective of QUALITECH's Social and Environmental Responsibility.

It is the responsibility and duty of all Employees to preserve the environment, prevent pollution in all its forms, adopt initiatives to reduce the consumption of energy, water and supplies, and to increase the selective collection, separation and disposal of waste generated by all our units and work sites.

14 -INTERNAL AND EXTERNAL AUDITS

Internal audits are mechanisms for investigating signs of irregularity related to all items mentioned in this Code.

Internal audits are also mechanisms for monitoring the effectiveness and efficiency of the integrity program.

If any inappropriate conduct is proven, administrative, legal and/or legal sanctions will be defined by Senior Management.

17.1 – ACCOUNTING RECORDS AND CONTROLS

QUALITECH determines that its accounting procedures and records are strict and reliable, so as to (i) accurately reflect the transactions carried out, strictly observing applicable rules and laws, ensuring the necessary transparency to generate reliable records and reports, and (ii) not allow any type of bribery or other illegal practices to be disguised as legitimate payments such as commissions, consulting, travel expenses, scholarships, entertainment, etc.

17.2 – CORPORATE RESTRUCTURING

In order to prevent liability for harmful acts committed by another company with which QUALITECH is involved as a result of corporate restructuring processes, measures must be taken to verify whether the other company has been or is involved in harmful acts to the public or private administration, and if it has vulnerabilities that pose risks to this Code

15 - INFORMATION MANAGEMENT AND CONFIDENTIALITY

QUALITECH does not allow its Collaborators to share documents or file storage locations with unauthorized persons. QUALITECH has the license for all its digital infrastructure. Improper sharing will be understood as a serious misconduct.

QUALITECH's information, which is intellectual property and is not proven to be in the public domain, is confidential and its disclosure by its Collaborators and Third Parties is strictly prohibited, and it applies in relation to information relating to its Clients and Suppliers.

This determination of non-disclosure of information and duty to maintain secrecy also covers comments in public places, such as: taxis, elevators, restaurants, shopping malls and with social circle's people, family members and work colleagues who do not need this information to perform its functions.

Each QUALITECH Collaborator is, therefore, the guardian of valuable and confidential information of the Company ("Confidential Information"). The confidentiality of Confidential and Privileged Information must be maintained even at the end of the employment contract.

18.1 – IT INFORMATION TECHNOLOGY

QUALITECH Employees and Service Providers, regardless of their bond, function or hierarchical level, are responsible for protecting the technological assets and the information they use, both in physical and digital environments to which they have access, respecting the policies and mechanisms for employee control and protection, ensuring that all non-public information is kept absolutely confidential, and basing our IT systems only on business needs.

Cyberattacks and malicious activity are a constant threat to the Company, and the use of our IT solutions and equipment must be monitored to detect such a risk. This includes blocking access

to inappropriate websites and blocking any information transmitted by or stored in our IT systems.

18.2 – PRIVACY AND DATA PROTECTION

QUALITECH categorically declares its commitment to the protection of information assets owned by it and/or under its custody, which must be complied with and respected by all its Collaborators. We provide internal awareness, so that the rules are followed by all Collaborators, guaranteeing the confidentiality, integrity and availability of information, not only from Clients and Suppliers, but also from QUALITECH's own Collaborators.

QUALITECH considers information an asset that, like any other important asset, is essential for an organization's business and, consequently, needs to be adequately protected.

16 - RESPONSIBILITIES

We consolidate high ethical standards for everyone who acts on behalf of QUALITECH. It is the duty and responsibility of all Recipients to comply with this Code, both literally and in spirit. All Recipients are responsible for complying with other governance documents and applicable laws that are relevant to their work.

17 - VALIDITY

This Code will be revised periodically, being updated whenever there are changes in legislation or when the Company deems it necessary to maintain its proper functioning and credibility.

18 - COMPLAINT AND IRREGULARITIES CHANNEL

A communication channel is an important instrument for building a culture of integrity and effective, efficient, responsible and inclusive institutions, when used in good faith, for consultations, complaints, conflict mediation (if this is the whistleblower's wish). All QUALITECH employees and contractors who wish to make a complaint to the Ombudsman, exercise their role as agents of integrity, and look after the Company. It is possible to file an anonymous complaint, but, in the case of an identified complaint, the Company ensures secrecy of the identity of the whistleblower. Retaliation of any kind will not be tolerated by the Company.

In the event that good faith communicators suffer retaliation, appropriate measures will be taken.

Reports, whether sexual or moral harassment, or retaliation will be accepted in writing or verbally and will be duly investigated, even if anonymous. Anyone who has witnessed an act of sexual or moral harassment must immediately report it to their immediate supervisor, any QUALITECH manager, member of Human Resources, or through our helpline, as indicated in this code.

A supervisor or manager who becomes aware of a report of harassment must immediately notify any Human Resources member who supports their location.

All reports will be immediately and thoroughly investigated by the Human Resources area of the applicable location or by a third-party company in charge of investigating such reports.

Anyone who files a complaint will be guaranteed of:

a) the Company's commitment to investigate the allegations and take appropriate action;

- b) the Company's intention to inform the whistleblower of the results of the investigation and any action taken.
- c) protection against retaliation for reporting sexual or moral harassment;
- d) the Company's intention to maintain confidentiality regarding the report for as long as possible to do so.

COMPLAINT CHANNEL:

E-mail: helpline@qualitechirm.com

This Code will be disclosed to all Recipients.

For new contracts signed with suppliers, distributors, intermediary commercial representatives and other business partners, there must be a clause that obliges them to respect this Code and to comply with the applicable and current anti-corruption laws.

QUALITECH recognizes HUMAN CAPITAL as its greatest asset and that teamwork is crucial to ensure the perpetuity of its business.

19 - INVESTIGATION AND SANCTIONS

All incidents and reports of suspected violations of this Code will be investigated promptly and appropriately. If, after investigation, it is found that conduct has occurred that violates the rules of this Code, immediate and exemplary corrective measures will be taken, always in accordance with the circumstances, seriousness and applicable law, where QUALITECH will communicate the decision to the complainant and to the defendant.

Any Recipient who violates any provision of this Code will be subject to the following disciplinary sanctions:

- a) written warning or suspension;
- b) dismissal without or for just cause;
- c) exclusion of QUALITECH's supplier, partner or intermediary agent;
- d) appropriate legal action;

Termination agreements can be negotiated as long as both parties are interested in discontinuing the contract. The Company does not negotiate with Collaborators on a unilateral basis, whatever the reason.