



Code of Conduct



Signed by all board members and last updated in January 2023.

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1.Introduction and objectives

FacilitaPay was founded in 2017 by three partners with the aim of revolutionizing the payments market in Brazil. It currently concentrates the majority of its employees in its head office in Nova Lima / MG, Brazil, but has branches throughout Latin America and the United States of America, and several employees on home office.

Innovation and total integration to customers, combined with the principles of ethics and transparency led the company to expand its activities to 4 more countries (USA, Mexico, Colombia, and Chile) in approximately 3 years of operation.

Currently, with more than 500 customers spread across 5 continents, FacilitaPay follows its growth planning without renouncing the values and principles that were agreed upon in 2017.

The services that the company facilitates payment to reach tens of millions of users, considering the totality of the countries in which it currently operates.

• Knowledge

FacilitaPay values all scientific knowledge and the technical knowledge, acquired by its employees, that can be reversed in the activity of the payment market.

•Commitment

FacilitaPay believes that without dedication and commitment our goals of revolutionizing the payments market would not be achieved. FacilitaPay employees work with unity, integrity and solidarity so that our goals are never just in the field of dreams.

• Results orientation



This Code of Conduct is a guide of ethical and professional conduct so that all our employees are aware of the standards that guide us in search of our results.

Exponential growth is something sought insistently in our work routine as long as it does not confront our premises of conduct that have ensured us to achieve the solidity of the present day.

2.Scope and users

This Code applies to all FacilitaPay related personnel, regardless of country who are located. Such personnel are understood to be:

- *Partners and shareholders*
- *Directors*
- *Employees*
- *Temporary employees*
- *Interns*
- *Minor apprentices*
- *Customers and/or individuals/legal entities that relate commercially to FacilitaPay.*

3.Terms and definitions

The following will be a glossary with terms and definitions of the subjects and objects of FacilitaPay's performance, relevant to all parts of the above-mentioned scope, in order to resolve any doubts that may arise.

User/End User: As individuals and /or legal entities that use the Client's services and/or platform(s).
Client: The legal entity that contracts the services of FacilitaPay, usually based outside the Brazilian jurisdiction.
Service Provider: FacilitaPay as a provider of the payment facilitation service.
Merchant: Customer name within the financial or customer market of an Aggregator.
NDA (Non-Disclosure Agreement): Confidentiality agreement between the Customer and the Service Provider.
KYB/KYC (Know Your Business/Know your Customer) form: Documentation required to investigate customers and users.
Agreement: Technology Services Agreement entered into between a Customer and the Service Provider when the former wishes to contract the services offered by the latter.
Confidentiality Period: The duration of the NDA or the Agreement, during which information determined as confidential may not be shared with third parties, except for the caveats contained in these instruments.

<p>Applicable Law/Jurisdiction: The forum chosen by the parties for the decision of disputes relating to any terms of the NDA or the Agreement. In the case of FacilitaPay's final service contract, the competent jurisdiction is the place where the service is provided.</p>
<p>Liquidating Banks: The banks responsible for processing payments between Users, the Service Provider, and the Client, through master account.</p>
<p>Master Account: The bank account created exclusively by FacilitaPay on behalf of the customer, which concentrates the collection of the payment of users, and from where the money is sent to the Customer.</p>
<p>Due Diligence Form: Form responsible for collecting information for research, study, analysis and risk assessment of a Client.</p>
<p>Application Programming Interface (API): Set of rules that define how applications or devices can connect and communicate with each other.</p>
<p>Integration: Connection created between two or more different software or platforms that perform different activities within the Service Provider payment platform.</p>
<p>Merchants Consent Form: Form required in aggregator contracts to ensure that the referred merchants are in accordance with this indication, among other specificities.</p>
<p>UBOs: Individuals holding more than 25% of the capital of a company.</p>
<p>Directors: Those officially appointed responsible for managing a company.</p>
<p>Payment Methods: Ways in which the Service Provider platform agrees to receive payments from Users on master account.</p>
<p>Wallet code: The hash code by which you can deposit crypto payments with. It can be crudely compared to a number of a bank account.</p>
<p>Cryptocurrency: Currency that uses blockchain technology and encryption to ensure the validity of transactions and the creation of new units of the same.</p>
<p>Onboarding: Knowledge process and first steps of joining the customer in the FacilitaPay infrastructure.</p>
<p>FX Spread Fee: Fee charged by the Service Provider for its services.</p>
<p>Aggregator/Aggregator: Company that represents a group of other companies when hiring the Service Provider.</p>
<p>Remittance: Sending money from one place to another. It also describes companies that perform this service, such as the Service Provider.</p>
<p>Exchange: Exchange of fiduciary money, from one currency to another.</p>
<p>Gateway: A gate between two financial networks that mediates exchanges between them.</p>
<p>Gaming/Gambling: Companies that work with games of all sorts.</p>
<p>Investment: Companies that work offering platforms or the cession to environments in which there is investment in other companies or funds.</p>
<p>Referral/Representative. Term used for a business representative who receives commission for the indication and effectiveness of contracts closed with customers indicating.</p>
<p>SaaS (Software as a Service): Companies that make applications available over the Internet for the provision of services, remotely.</p>
<p>LP: Liquid Provider: means each bank or other financial institution that provides liquidity support to any Conducting Buyer in accordance with the terms of a Liquidity Agreement.</p>
<p>RFI and RFP: Acronyms for Request for Information And Request for Proposal, respectively.</p>
<p>Acquirer/Addies: In our market flow this means credit card companies (Visa, Mastercard, Amex, JCB, Cielo, etc.).</p>
<p>ISV: Acronym for Independent Software Vendor.</p>

AML (Anti-Money Laundering): Actions to prevent money laundering.
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Bylaw: Company Bylaws or Company Articles of Association

4. Guidelines

4.1 Specific themes

Some of the topics covered in this Code require further detail. To this end, there are specific policies that complement it and must also be followed by all our employees. These same Policies will be incorporated into the FacilitaPay Compliance Program whenever a theme requires greater specification for it to be applied:

- *Policy to Prevent and Combat Money Laundering and Terrorist Financing;*
- *Anti-Bribery and Anti-Corruption Policy;*
- *Information Security Policy;*
- *Privacy Policy;*
- *Travel Policy;*
- *Policy of Gifts, Gifts and Hospitality;*
- *Disciplinary Action Policy.*

4.2 Coverage

The reading and comprehension of this document is the responsibility of each employee and the other people who participate in the company's activities. FacilitaPay undertakes to present this material to everyone to whom this code is applicable and inform them of the importance of adherence to the values and rules set out herein, as well as changes and/or updates to this material.

This content will be published on the FacilitaPay website, for free access and consultation of all relevant parties, who, by reading it, express their irrevocable knowledge of the content provided herein.

4.3 Work environment

The interaction between employees is based on respect, transparency and team spirit. Therefore, it is everyone's commitment:

- Work so that, in the search for results, respect and awareness of interpersonal collaboration prevail;
- Respect human rights and labor relations;
- Recognize diversity, respecting differences and never discriminating by religion, color, ethnicity, nationality, age, sexual orientation, political positioning or fostering any form of prejudice or hate speech;
- Combat and report any type of intimidation that may be characterized as sexual harassment or bullying;
- Preserve the integrity of the position, without using the function or information resulting from the professional activity to influence decisions that may favor private and/or third-party interests;
- Respect intellectual property, recognizing the value and authorship of projects, ideas, proposals and initiatives;
- Always maintain the due security and confidentiality of FacilitaPay's internal processes and documents;
- Use the internal media only for matters relevant to work and constructively;
- Use the materials made available by FacilitaPay in a responsible and appropriate manner, exclusively in work-related activities, ensuring the safety and preservation of equipment;
- Contribute to the fulfillment of this Code of Conduct, as well as to the resolution of doubts about its application.

4.4 Conflict of Interest

The conflict of interest is the situation generated by the confrontation between a personal interest and an interest of FacilitaPay. It can influence or appear to influence people's conduct and decisions.

It is important **that we prevent people from being placed in conflict-of-interest situations.**

Some examples of situations that are not allowed:

- Relationship of subordination between family members (spouse, partner or relatives, consanguineous or related, straight or collateral, up to the fourth



degree, for example: father, mother, children, grandparents, grandchildren, nephews, cousins, uncles, in-laws and brothers-in-law);

The employee must inform his immediate superior if he/she knows that any relative of his or her or her person with whom he/she has intimate relations is participating in a company selection process or if he or she has this type of relationship with someone who works in any company in the group.

- Use of FacilitaPay resources – such as facilities, equipment, email accounts, software, etc. – for private purposes;
- The practice of external activities involving sharing information or knowledge of FacilitaPay that is confidential;
- Favoring customers, suppliers, competitors or partners due to personal interest.

This list does not exhaust the conflict of interest situations that should be avoided. If you have any questions, please contact our Compliance team.

4.5 Information protection

FacilitaPay deals at all times with confidential information from its customers and users. Taking care of this confidential information is essential.

Confidential information means all information whose unauthorized access may cause irreparable damage to the business and/or reputation of the organization, whether explicitly identified as "confidential" or not, in addition to that expressly described as confidential by signing a confidentiality agreement (NDA).

Personal data of our customers and/or users is considered restricted information. Personal data is any form of data that can be used to identify an individual. FacilitaPay protects this data to protect people's privacy and their fundamental rights.



Therefore, we must maintain and preserve in absolute secrecy any and all information about FacilitaPay and about our customers / users made available to us, avoiding talking about it in public spaces or sharing it on social media.

We also need to exercise caution within FacilitaPay's own facilities or when talking to fellow employees, as not everyone needs access to all the information at the same time. In addition, we must refrain from naming third parties (entities or not) publicly, as FacilitaPay may be bound by Confidentiality Agreements with these parties.

The employee is solely responsible for their passwords (telephony, electronic means and systems) for the realization of accesses, which are personal and non-transferable. Never disclose your passwords to your co-workers, or to those closest to you. This ensures the security of FacilitaPay's information and data.

4.6 Customers and suppliers

FacilitaPay is committed to integrity and will conduct its business relationships in a transparent and fair manner. We want to work with customers and suppliers who share our values, respect them and act in accordance with the rules contained in this Code.

In the relationship with customers and suppliers, it is the duty of all employees:

- Act with transparency and impartiality;
- Comply with contracts signed with third parties;
- Assume an open and interested stance with respect to criticisms, suggestions and requests;
- Ensure that the customer/supplier receives a clear, accurate and satisfactory return to your questions and requests;
- Recognize and report any errors made by the supplier/ customer;
- Respect privacy, ensuring that information about the customer / supplier is treated confidentially and used only with your knowledge;

- Base the decision to buy and sell products, as well as hiring or providing services, exclusively on technical and professional criteria.

Every employee must ensure the quality of the services offered by FacilitaPay and our suppliers. Any violation of this Code must be reported through [the hello@facilipay.com address](mailto:hello@facilipay.com), or in case of reporting, **by the official reporting channel made available on our website, which contains the step-by-step to do so even anonymously.**

4.7 Preventing fraud, bribery and corruption

Employees must appreciate ethics and integrity in all their business relationships, never promising, offering or accepting payments that are not strictly related to the activity developed within the contractual parameters made between the parties. FacilitaPay has zero tolerance for attitudes that are or appear to be bribery, corruption or fraud.

Bribery is the payment of sums to government agents for expedited or facilitation of a process. Corruption is the phenomenon by which public or private agents abuse the power entrusted to them so that, in exchange for illegitimate benefits, give preference to the particular interests of corruptors. Such practices should be avoided, even if permitted by local law or accepted by society.

In our business relationships with third parties – suppliers or customers, FacilitaPay rejects any incentive that may misstate the scope of the established business relationship, also disapproving of any conduct in order to offer any benefit for the initiation or maintenance of its business relationships.

4.8 Prevention of money laundering

There is the possibility of third parties (Merchants, End Users, Service Providers and other persons or companies that may establish links with FacilitaPay) attempt to use FacilitaPay's services for "money laundering", that is, to try to hide the illicit origin of certain financial assets in a manner that they appear to be lawful origin.



FacilitaPay condemns these practices and in case of suspected misuse of FacilitaPay services, all employees must:

- Collect as much information as possible about the third party by following the relevant internal policies and procedures;
- Do not allow the integration of third parties who may use FacilitaPay services to wash their assets;
- Inform the Compliance area immediately if there is reasonable mistrust of illegal activity of a third party already integrated into the FacilitaPay system, pointing out all the indications that substantiate this suspicion.

If there are still doubts, the Compliance area is available for consultation and further clarification.

4.9 Gifts, benefits and hospitality

The exchange of gifts, benefits and entertainment/hospitality products is an acceptable way to establish business relationships and to demonstrate consideration in the business environment. When giving or receiving gifts, benefits and entertainment, it is very important that we use common sense, following a few steps:

- comply with legal criteria;
- only offer or accept gifts, benefits and hospitality if the item and its value are proportional to the established business relationship;
- do not influence or appear to influence our decisions or the decisions of those with whom we have business relationships;
- do not favor or appear to favour a specific business partner;

Favors or benefits that have commercial value, offered by customers, suppliers, partners, third parties, public agents or other public or private entities, must be refused.



It is forbidden to accept or offer entertainment that may embarrass third parties, employees or FacilitaPay, such as those who have a sexual nature.

4.10 Donations and sponsorships

Donations and sponsorships are common actions in business relationships and allow engagement with the community, as long as they occur in accordance with the law. FacilitaPay values donations and sponsorships that are philanthropic, based on social interests and support cultural, educational and sports institutions, provided that they do not represent or appear to represent favor or benefit to FacilitaPay or any of its employees.

Donations of U.S. Person to political parties, candidates for public office or political campaigns are not allowed. Donations to such entities are also not permitted by individuals who are partners, shareholders or members of FacilitaPay's board of directors.

Any charitable, support or sponsorship contributions that are designed to influence business decisions or meet personal, direct or indirect benefits are not allowed. Donations for religious purposes, donations to individuals or donations through cash are also not allowed.

FacilitaPay does not allow donation or sponsorship to an entity linked to public agents, its advisors or family members.

All transactions related to donations and sponsorships must be properly accounted for and reported to the Compliance area.

4.11 Image and reputation

Employees are the face of FacilitaPay. Whenever we are in the position of FacilitaPay representative, in professional or social situations, we must follow the corporate values and principles of integrity expressed in this Code, not adopting



postures or attitudes that compromise the image, reputation and interests of FacilitaPay.

Thus, as a contributor, your personal attitudes may reflect on FacilitaPay's reputation, whether demonstrated in person or through social networks.

FacilitaPay values diversity and respects differences and, like all employees with access to FacilitaPay's official communication channels, should not speak publicly, through these channels, on topics such as politics, religion, beliefs or sports. On their personal channels, employees should avoid making any mention of FacilitaPay (use of official hashtags, for example) when speaking out on these topics.

4.12 Violation of this Code

Failure to comply with the provisions of this Code of Conduct, by an employee or by any person who is part of the commercial and working relationship with FacilitaPay, will be strictly determined according to the procedures of the Conduct Committee, guaranteed the anonymity of those involved. All employees have a duty to cooperate with ongoing investigation processes.

4.13 Conduct Committee

It is the collegiate responsible for evaluating violations:

- *FacilitaPay Values;*
- *this Code of Conduct;*
- *policies that derive from or deriving from it;*
- *relevant legislation.*

It is also solely responsible for defining the disciplinary and/or legal measures to be taken.



Furthermore, responsibilities of the Conduct Committee also entail:

- evaluate and refer to cases not foreseen in these documents;
- submit to the proposed C-Level for any changes to this Code or its Policies;
- deliberate on the form, content and level of disclosure of infringement cases after their closure.

4.14 Who to ask for guidance?

Should you have questions and/or suggestions about what to do or about the application of this Code, please contact our Compliance team.

Your questions and suggestions addressed to the hello@facilitapay.com will also be answered.

4.15 FacilitaPay Channel Complaints

Violations of this Policy, as well as occurrences of unlawful or irregular conduct or other issues that may cause harm to FacilitaPay, must be reported by employees or third parties through FacilitaPay's reporting/ communication channel.

- Access to the site in: www.FacilitaPay.com

FacilitaPay guarantees the secrecy and security of the Channel, so that it is used anonymously or not, without the people who use it suffer any kind of retaliation.

The channel for suggesting improvements to the Compliance Program and questions about this Program and its documents is the hello@facilitapay.com.



5.Publication

Any new document or modification of an existing document must be made available to all parties involved.

DocuSigned by:

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