



Tavarone  
Rovelli  
Salim  
Miani

# TAVARONE, ROVELLI, SALIM & MIANI

## CODE OF ETHICS AND CONDUCT

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## 1. INTRODUCTION

### 1.1. Purpose

This code of ethics and conduct (the "Code") is intended to reflect the corporate values of the Law Firm Tavarone, Rovelli, Salim & Miani ("TRSyM" or the "Law Firm") and the basic principles that must guide the conduct of our Law Firm and of the persons who are part of the Law Firm.

We should be aware that during the performance of our professional activity some of our activities may affect the image and reputation of our Law Firm. For that reason, what we do is as important as how we do it.

### 1.2. Application

Regardless of the category, role or position in the Law Firm, the Code is applicable to all associates, employees and partners of TRSyM. Each member of the Law Firm shall receive a copy of the Code upon entering the Law Firm and shall accept its terms and conditions, as well as the amendments thereto that may be made from time to time. Additionally, the Law Firm shall coach its members on the terms of the Code on a regular basis as well as upon demand.

## 2. OUR VALUES

The following values are part of TRSyM's strategy, its culture and daily actions:

- 2.1. Conduct based on strictly professional and technical legal criteria, in accordance with the applicable law and rules that regulate the exercise of the legal profession in Argentina.
- 2.2. Transparent and socially responsible ethics, ensuring respect for the rights of all individuals and legal entities it relates to, and of the community in general.



- 2.3. Aim to serve and assist the client for the purpose of meeting the client's expectations.
- 2.4. Independence from any person, entity, group or power of any type.
- 2.5. Responsibility with our obligations and commitments assumed with the client.

### **3. CODE OF ETHICS AND CONDUCT**

The abovementioned corporate values are the reference that should inspire the conduct of all TRSyM members, which must be based on mutual respect among all persons they relate to, work commitment, commitment to the Law Firm and the client, the responsibility of performing their duties with excellence, solidarity and cooperation with co-workers and the community, and integrity and respect for legality. All of the abovementioned values are intended to make our work environment a place of trust which may enable the personal and professional development of all members of the Law Firm, and to make a space free of offenses, exploitation or abuse of any type, intimidation, harassment and discrimination.

This Code cannot contemplate all the situations that may arise during the performance of job duties, but it establishes the minimum standards that can guide the members of the Law Firm regarding their professional conduct.

Compliance with the contents of this Code is mandatory for all TRSyM members, regardless of their hierarchy and position in the Law Firm.

#### **3.1. RELATIONSHIPS WITH AND AMONG MEMBERS OF THE LAW FIRM**

##### **3.1.1. Commitment, Efficiency and Professional Development**

TRSyM promotes a work environment in which its members participate in the strategic purposes of the Law Firm and may develop personally and professionally.



Accordingly:

- (i) To achieve the commitment and involvement of all members of the Law Firm, the members should be informed and aware of the Law Firm's general goals and, if applicable, the specific goals that affect them.
- (ii) All members shall act with dedication and efficiency, both towards the Law Firm and the clients, thus contributing to their professional and personal growth.
- (iii) All employees must be personally involved in their professional development, increasing their competences and permanently updating their knowledge, which they should share with their co-workers.

### 3.1.2. Respect for people

TRSyM considers that respect for others has to be an essential element in the conduct of its members. For that reason, TRSyM does not tolerate any kind of violent or offensive behavior in the workplace, or any harassment towards the rights and dignity of people, as these situations may affect the work environment and may have negative effects on the health, well-being, confidence, dignity and performance of the people who suffer them.

Violent, offensive, dangerous, intimidating or aggressive behavior means, without limitation, verbal threats, physical violence, harassment, and stalking.

Sexual harassment means the offering of a reward in exchange for a sexual favor, generally represented by job benefits. Such benefits may include keeping the job position, aspiring to a promotion, getting special rewards.

Consequently, all TRSyM members have the obligation and responsibility to treat their co-workers, superiors and subordinates respectfully, and shall contribute to maintaining a work environment free of harassment and abuse.



TRSyM employees who suspect or detect any activity that may be regarded as discrimination, harassment, violence or abuse, or which may be interpreted as such, which has occurred or may occur, shall promptly report it to the partners.

### 3.1.3. Equal Opportunity and Non-Discrimination

TRSyM accepts the commitment to provide an appropriate work environment to avoid any type of discrimination because of sex, race, ideology, religion, sexual orientation, age, nationality, disability or any other physical, personal or social condition, and in which diversity is respected and valued.

Accordingly:

- (i) All employees shall, through their actions, promote a work environment in which the equality policies established in TRSyM are respected.
- (ii) All members of the Law Firm who are professionally responsible for other people shall be objective in their selection and promotion processes, as well as in the establishment of salary conditions, training and evaluation. All these actions shall be exercised in a place free of any kind of discrimination, and exclusively based on the individual capacity, professional value and personal performance.

### 3.1.4. Labor rights

TRSyM is committed to defend, respect and protect basic labor rights, human rights and civil liberties recognized by the international treaties to which Argentina is a party and by national laws on human rights and labor rights.

For such purpose, TRSyM does not directly or indirectly employ child labor or people who perform forced labor and ensures its employees' freedom of assembly, freedom of opinion and of expression, as well as their right to collective bargaining.



Therefore, TRSyM's respect for labor rights shall be represented by the professional conduct of its members.

### 3.1.5. Protection and appropriate use of the company's property

TRSyM makes available to its employees the facilities, means, and tools necessary to carry out their professional duties. Therefore, they shall not be used for other purposes.

Accordingly:

- (i) All employees shall use the means and tools provided by the Law Firm –such as telephone, computer, e-mail, internet access, photocopier, office equipment, and other items and tools– exclusively for performing their job duties, and they shall not be used for personal purposes or otherwise.
- (ii) All employees shall use TRSyM's property in a proper manner, and protect such property from damages, losses and thefts.
- (iii) Unless prior, express authorization is obtained from TRSyM partners, the Law Firm's facilities may not be used to carry out any activities, whether compensated or not, that are not related directly or indirectly with TRSyM's business.

### 3.1.6. Information Confidentiality and Protection of Personal Data

TRSyM preserves the confidentiality and integrity of information and data owned by its clients.

Accordingly:

- (i) Information security is an activity that is the responsibility of all TRSyM members, who shall protect the information of its clients and of the Law Firm, and perform their duties assuming and applying the security rules and procedures established.



- (ii) No employee shall use the information to which he/she has access for the reason of his/her job for purposes other than the legal or contractual purposes established.
- (iii) All TRSyM's information related to clients, partners, employees, providers, strategic plans, financial, commercial, statistical, legal information or otherwise shall be considered confidential and treated as such.
- (iv) The treatment of personal data shall be carried out ensuring people's right to privacy and subject to the laws on personal data.
- (v) All TRSyM members shall solely use external storage devices (CDs, DVDs, pendrives, USB drives) containing confidential information of clients exceptionally and only when required by the need for the transaction or counsel, and they agree to delete all information from such devices immediately once the purpose has been accomplished. Information printed on paper shall be destroyed in a paper shredder once the required counsel has been completed. In the event that it may be necessary to discuss the information, such information shall be duly protected in spaces with restricted access to staff in general.
- (vi) The obligation to preserve the confidentiality of confidential information survives the termination of employment by the employee for any reason with the Law Firm.

### 3.1.7. Occupational Safety and Health

The activities performed within TRSyM's facilities shall be safe both for its members, its clients and third parties who attend the offices.

Occupational safety and health are an integral part of TRSyM's way of working. This is shown by the daily conduct of the people who are part of the Law Firm, who are careful to correct unsafe conditions found within the facilities, and prevent unsafe actions in the workplace.





## 3.2. RELATIONSHIPS WITH THIRD PARTIES

### 3.2.1. Professional Service Quality and Fair Competition

TRSyM permanently seeks to maintain and improve the excellence in the quality of its legal professional services as well as to build trust and long-term relationships with its clients, based on mutual respect.

Out of consideration for its clients, TRSyM expresses its commitment to compete in the legal market actively but fairly, respecting the rules of the free market and competition defense established for such purpose.

Accordingly:

- (i) All TRSyM members shall give priority to the excellence in the quality of the legal service provided to the client, acting rigorously, rapidly and responsibly to meet the clients' instructions and needs, in accordance with the applicable laws and regulations and the rules that regulate the exercise of the legal profession in Argentina.
- (ii) All TRSyM members shall strive to assist the client, anticipating its needs and satisfying them efficiently and timely.
- (iii) All TRSyM members shall put the interests of the Law Firm and of the client before their own interests, in any transaction, opinion, advice or any other type of service provided to a client on behalf of TRSyM.

### 3.2.2. TRSyM's Brand and Image

TRSyM considers that its brand, image and professional reputation are among its more important assets.

Accordingly:

- (i) All TRSyM members shall ensure that their professional conduct does not damage the image and reputation of the Law Firm.



- (ii) No employee may use TRSyM's name and brand for purposes other than those permitted by the Law Firm.

### 3.2.3. Relationship with Providers

For TRSyM, relationships with providers shall be based on the quality of the services and products they offer, and on the integrity of their business practices, while ensuring transparency, equality of treatment and the use of objective criteria for their selection.

Accordingly:

- (i) The selection and procurement of third-party products and services shall be conducted through the application of objective technical, professional and financial criteria, at all times upholding the requirements and interests of TRSyM.
- (ii) Relationships with providers who infringe the law or the basic principles set forth in this Code shall not be permitted.
- (iii) No TRSyM employee shall receive or offer any amount as commission or bonus, or gifts or favors of any other nature, in exchange for actions carried out on behalf of TRSyM or any of its clients.
- (iv) TRSyM members shall put the interests of the Law Firm before their own interests in any negotiation carried out on behalf of TRSyM.

### 3.2.4. Anti-corruption Policy

TRSyM is against any unethical practice aimed at inappropriately influencing the action and will of other people in order to obtain benefits.

TRSyM establishes its Anti-corruption Policy to ensure the transparency of the actions of our employees. For such purpose, TRSyM is based on the principle of performing its activity in accordance with the principles of



honesty and ethics, and in strict compliance with the applicable rules in Argentina.

TRSyM does not permit any undue or dishonest payment, made or received by any member of the Law Firm, for the purpose of obtaining any type of influence or benefit.

Therefore, no member of the Law Firm shall accept or offer bribes, or offer benefits in the interest of third parties belonging to any organization (public or private) for the purpose of obtaining benefits or doing business, irrespective of their nature. They shall report any act or indication of corruption which comes to their knowledge.

Furthermore, no member of the Law Firm may make gifts to, or receive gifts from, clients or providers without being authorized by the Law Firm's partners. Employees may only accept business gifts.

The Anti-corruption Policy is applicable to all members of the Law Firm, regardless of their hierarchy and position, and to all the activities of the Law Firm.

Any member of the Law Firm may report actions or ask about doubts with regard to the compliance with the Anti-corruption Policy, directly contacting any of the partners of the Law Firm.

### 3.3. SOCIAL RESPONSIBILITY OF THE LAW FIRM

#### 3.3.1. Action Policy

TRSyM's actions are inspired by the principle of ethical and socially responsible actions.

#### 3.3.2. Pro Bono Work Policy

TRSyM promotes pro bono work among its members for individuals or public non-profit organizations (mainly NGOs) as a way of contributing to the community and inspired by a deep willingness to change.



TRSyM promotes the idea that pro bono work be distributed equally among all the Law Firm's lawyers, according to their category and specialty, and takes into account the involvement in such tasks as part of the professional career within the Law Firm.

### 3.3.3. Environmental Policy

TRSyM has a strong commitment to the environment, promoting among its members the responsible use of the facilities, equipment and materials of the Law Firm, among others, the responsible use of paper, electrical energy, water and food.

Therefore, all employees of TRSyM shall assume and respect the environmental policy, complying with these standards at all times.

## 4. COMPLIANCE WITH THE CODE OF ETHICS AND CONDUCT

Compliance with the principles and standards of conduct contained in this Code is mandatory for all TRSyM members, regardless of their hierarchy and position in the Law Firm.

All partners of the Law Firm shall have the duty to ensure the application of the Code, as well as the supervision and control of its compliance.

### 4.1. Operation

Any member of TRSyM who has doubts on the application of this Code, or who observes a situation that may suppose a breach or violation of any of the principles and standards of ethics and conduct established in this Code, shall communicate such situation to any of the members of the Executive Committee of the Law Firm, who shall act within the scope of his/her duties resolving the reports that may be made for violating the Code.

The inquiry or report shall contain the identification of the person who makes the inquiry or report.



In the event of a report, circumstances shall be described in detail and, as far as possible, any evidence or indication that proves the report shall be attached. Also, the persons responsible for the alleged irregularity shall be identified.

In the event of an inquiry, the section of the Code for which a clarification or interpretation is sought must be indicated, detailing with the highest possible accuracy the purpose of the inquiry.

All TRSyM members shall cooperate in any investigations carried out regarding possible breaches of the Code.

The decisions adopted by the members of the Executive Committee as well by any of the partners regarding this Code are binding on the Law Firm and on all the members involved.

Failure to comply with any of the performance standards contained in this Code shall be sanctioned as follows.

#### 4.2. Sanctions

Any breach of the provisions of this Code shall be subject to sanctions, which shall be applied by the Executive Committee or by the partners to any person who authorizes, directs, approves or participates in violations of the Code or any member of the Law Firm who intentionally fails to inform of or report such violations.

The severity of sanctions shall be based on the seriousness of the breaches committed. In the event of minor breaches, warnings may be given, and in the event of serious offenses, sanctions may include termination of employment or a complaint (whether criminal, civil or commercial, as appropriate) before the applicable authorities.

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