

**CODE OF BUSINESS ETHICS CONDUCT (Ethics Code). H2HELIUM PROJETOS DE ENERGIA LTDA
CNPJ 41.801.479/0001-42 "H2helium"**

Our integrity shall never be compromised for the sake of results. There is nothing more important than the legal, moral and ethical conduct of our personnel in our relations with customers, business partners, community, government authorities and other stakeholders. This is valid in all jurisdictions where we operate.

1. Coverage:

This Ethics Code is applicable to all at H2helium, including quotaholders, board members, Directors, Administrators, Employees, Interns, Technicians ("**Internal Staff**"), as well as Scientific and Commercial partners, Representatives, Suppliers, Outsourced and third party services renderers ("**Third Parties**").

2. GENERAL VISION

Since the beginning, at **H2helium** we strive to conduct our business on an ethical and sustainable manner . This Ethics Code does not exhaust all matters which may arise, but covers a varied range of practices and procedures which shall guide our behavior and give to ourselves and the market an idea of who we are and how we do business (also what we do not tolerate).

All our Internal Staff and Third Parties shall do all effort to avoid improper behavior or that has the appearance of impropriety in our relationship with all kinds of public we interact with.

Violation of the principles set forth herein may subject Internal Staff to disciplinary sanctions that may result in employment termination for cause or in case of Third Parties to the termination of their contract, irrespective of **H2helium** right to pursue judicial repair.

3. RESPECT TO THE LAWS

All our Internal Staff and Third Parties shall respect the laws and regulations at Municipal, State and Federal levels in the jurisdictions where we operate. Although we do not expect that every Internal Staff or Third Parties know the details of the regulations, it is important that all of us endeavor to become sufficiently familiar in order to determine when to seek for advise of supervisors or to contact Management to clarify doubts. Knowing that no one has the right to argue lack of knowledge of the Law (**Art. 3º DL 4.657/1942 Lei de Introdução às Normas do Direito Brasileiro**).

4. DISCRIMINATION AND HARASSMENT

We value people's diversity amongst our Internal Staff and Third Parties. At **H2helium** we are committed to offer equal opportunity in all aspects of employment and shall not tolerate any kind of discrimination, be it race, religion, age, gender, political choice, marital status or sexual orientation.

At **H2helium** we shall not tolerate any kind of harassment, moral or sexual, as we praise the mutual respect amongst our personnel and strive for a healthy and harmonic work environment.

5. CONFLICT OF INTERESTS

A "conflict of interests" occurs when there is a potential clash, direct or indirect, between the interests of an Internal Staff or a Third Party, with the interests of **H2helium**. In this case the correct way of proceeding is to bring the issue to Management so that it is clarified and a course of action is agreed upon.

Our Internal Staff may not use our resources, as well as our time and installations, including office equipment, email and systems for a purpose other than in the interest of the company.

Our Internal Staff shall abstain from taking or accepting for themselves or in the benefit of others any business or services opportunities similar to the ones performed by **H2helium**, except when approved by Management.

6. BUSINESS GIFTS, DONATIONS

Internal Staff shall not accept gifts, hospitalities, entertainments nor any benefits from Third Parties which have relationship with **H2helium**, in case these actions may be or appear to be done in compensation for any action that may be in prejudice of the company. The same is applicable to giving such gifts, hospitalities or benefits to Third Parties or a representative of a client. It is excluded from this prohibition the promotion business gifts without commercial value which have **H2helium** or a Third Party's logo.

Exchange of cordiality (business lunch, dinner or entertainment) between our Internal Staff and Third Parties is acceptable provided there is reasonable evidence of a business need and within the limits of what is usual on a business relationship. However, any entertainment or favor which has the appearance or perception of trying to influence or creating an obligation from a person offering or receiving is considered improper and therefore prohibited.

Any donation by **H2helium** will be preceded by a verification of legal existence and reputation of the beneficiary and will be processed officially against proper receipt. Payment shall be made to the bank account of the beneficiary, never in cash. **H2helium** shall not make donations, direct nor indirect, to political parties nor to political candidates.

7. FIGHTING CORRUPTION

H2helium is integrally engaged with combating corruption and bribery. All Internal Staff and Third Parties shall adhere to our Anticorruption policy.

All Internal Staff and Third Party, shall not, directly nor indirectly, offer, promise or authorize to give or promise to give money, gifts, services, favors or any advantage to public agents, employees of government agencies or departments including "autarquias", mixed shareholding companies (economia mixta) international organizations, political parties, candidates to political positions, members of the Executive, Legislative and Judicial Powers (Public Agents), aiming at obtaining advantage for itself or for the company, or causing for

him/her to practice or stop practicing or to speed up or delay the execution of an official act or to try to exert influence upon him/her. This prohibition is extensive to persons which may have a relationship or proximity to Public Agents, such as spouses and family members and the likes.

At **H2helium** we strive for protecting the free competition and for transparency in our commercial relationships, therefore all such prohibitions also apply in the case of employees and representatives of private companies with which we do business.

8. RELATIONSHIP WITH STAKEHOLDERS

All interactions with **Public Agents** shall happen on a transparent fashion consistently with the principles of this Ethics Code. When meeting a Public Agent our Internal Staff shall avoid private meetings so we shall meet publicly and when possible in the company of another person.

Hiring **Third Parties** to render us services or to enter into partnership with us or to perform work for our clients shall be done transparently and following professional criteria. We shall not do business with Third Parties that are not committed with the same principles as established in this Ethics Code.

Our relationship with our **Vendors** shall be guided by principles of collaboration and long term partnerships. Our Internal Staff shall select our Vendors following professional criteria, without personal favoritisms.

The interactions amongst our **Internal Staff** shall occur on a cordial and professional manner, independent of positions and denominations. We shall not tolerate violent manifestations of any form in our work environment. We shall strive for a harmonic conduct of our personnel and for a safe workplace with respect in first place. Our Internal Staff shall act with discretion and caution when referring to the company in the social media.

Our interactions with **Competitors** shall occur in the strict observance of the regulatory limitations. We shall adopt and practice the principles of fair competition. We shall not participate in situations of predatory competition, nor shall we accept sharing competitive information, pricing, market conditions and the likes. We shall respect all Intellectual Property and shall defend our trade name.

We shall be a reliable partner to the **Communities** where we perform our work, always seeking to build healthy relationships, based in the comprehension and acceptance of the cultural diversities.

Any requests of information from the part of the **Media** shall be dealt with by Management.

9. CONFIDENTIALITY

Our Internal Staff and Third Parties shall keep confidentiality on the information which the company delivers to them, including the company's own data, and most importantly the ones belonging to our clients, except in the cases when authorized by Management or demanded by Judicial decisions. Internal Staff shall consult with Management in case they have any doubts or when they have an obligation to divulge confidential information.

All the information obtained as a consequence of your relationship with **H2helium** shall be deemed confidential, except if it was available to the public before. It is important to notice that your obligation of confidentiality survives your contractual relationship with the company.

10. ACCOUNTING RECORDS

At **H2helium** we are absolutely conscious of our responsibilities towards maintaining appropriate, detailed and true accounting books and records, as well as for filling Financial Statements that are free of errors and that reflect all transactions and payments of the company. Failure in complying with such regulations may give opportunity to frauds and deviations, on top of possible civil as well as administrative responsibility, as it may indicate lack of internal controls which per se may be a violation of the Anticorruption Laws.

Likewise, Third Parties are guided to make sure that all transactions which are related to **H2helium** are completely and clearly documented and recorded in their accounting books with detailed and correct descriptions and that they are properly approved and recorded.

Our Internal Staff shall make sure that all our transactions are correctly and clearly reported and recorded accordingly with Management approvals and as per Generally Accepted Accounting Principles and the applicable legislation.

11. RESOLUTION OF VIOLATIONS

With respect to the application of this Ethics Code, all violations shall be reported to Management. All reports shall be verified transparently, respecting the confidentiality of the information and the source when it is the case. No one shall be retaliated for reporting a violation in good faith. The company shall take the applicable measures, reserving the right to seek repair in case of losses.

12. ADVERTIZING THE ETHICS CODE

Management shall be responsible for divulging this Ethics Code amongst Internal Staff and Third Parties, as well as external stakeholders. This document shall also be made available in our website.

We shall conduct training with our Internal Staff and Third Parties, when deemed necessary, with regards to this Ethics Code as well as our Anticorruption Policy.
