



Anti-Corruption Policy

Version 2
November 2021



Dear all,

Ethical behavior is essential to our success.

We expect all GWCloud associates to act with integrity, honesty, responsibility and respect at all times.

Upholding our reputation is crucial.

You bear a responsibility to follow ethical standards, in conjunction with our organization's values, principles and mission.

We must act in accordance with all legal requirements, the Code of Business Ethics and Conduct and our ANTI-CORRUPTION POLICY.

You must know the full extent of the internal rules and policies. You are accountable for acting in compliance with the standards set out in this policy.

The provisions presented here aim to help you handle matters related to interpersonal relationships, relations with local law and subscription to ethical practices, in respecting local cultures that may vary between states and countries.

As new issues come up, or whenever you find yourself in a situation where there are no clear answers, feel free to discuss with your supervisor or the Compliance Department.

Note that your behavior affects GWCloud as a whole. In complying with what is defined in our Code of Business Ethics and Conduct and this ANTI-CORRUPTION POLICY, we consolidate our reputation as a company that acts in accordance with the market's ethical standards, consequently protecting GWCloud's values and principles.



Summary

This Policy establishes rules and procedures to be followed by GWCloud's Associates and Business Partners to prevent corruption and improper payments in business proceedings.

GWCloud ensures that all its commercial activities are in agreement with applicable legislation, especially with the current Anti-Corruption Brazilian Act (12.846/13) and District Act (6112/18), and are guided by international anti-corruption guidelines, such as the FCPA (Foreign Corrupt Practices Act) and the UKBA (UK Bribery Act).

GWCloud expends all possible efforts on eliminating causes and conditions that generate and promote corruption. The company also reinforces, periodically, the Integrity Program with their associates, suppliers and other institutions related to GWCloud, encouraging its Associates and Business Partners to act with integrity and ethical demeanor in all their roles.

This activity is critical and crucial for GWCloud's development.

GWCloud always shows commitment and effective cooperation to the Anti-Corruption Policy and the Integrity Program, both in the public and private sector, and in regards to all Associates, Business Partners and clients.

This policy defines the adequate relationship between associates or third parties and public administration agents from the Federal, State, District and Municipal sphere.

Scope

This Policy applies to all GWCloud employees, High Ranking Executives and Integrity Committee members (hereby defined as "Associates"); and, all the agents, consultants, distributors, resellers, service providers and other representatives (hereby defined as "Business Partners") acting on behalf of GWCloud.

Terms and Definitions

The terms used in this Policy are defined as follows:

"Public Official" means:

- Any civil servant;
- Any elected public servant;
- Any staff or employee of a government and/or department, agency, or public organization or of any other public entities; of education, health, military, police, customs, taxation and immigration institutions; as well as of licenses, accreditation and authorization issuing bodies;



- Any head or employee of a company, business, organization or commercial entity that is owned or controlled, partly or fully, by the government (e.g.: mixed economy companies, such as *Petrobras* and *Banco do Brasil*, etc.);
- Any head or employee of a public international organization, such as the United Nations, the International Olympic Committee, the Red Cross, etc.;
- Any leader or member of any political party; any candidate running for a political position. Furthermore, under this Policy, any payments of Anything of Value to children, partners or other close relatives of a Public Official will be considered a direct payment to a Public Official;
- Any individual that has held, even if temporarily or without pay, a public role, job or function or who is a Politically Exposed Person as established in law or other regulations.

“Anything of Value” means:

- Money or equivalent (including gift-cards);
- Gifts;
- Entertainment;
- Job offers (including to family members of government employees) contracts or other business opportunities granted to a company over which a Public Official has ownership, influence or some legal right;

- Promises of future employment;
- Discount on products that are usually unavailable to clients;
- Payment for travel, accommodation and hospitality costs;
- Personal favors;
- Political contributions;
- Donations to charitable institutions.

“Business Partners” or “third parties” mean:

- Any individual (who is not a GWCloud employee) or legal entity hired by the Company to act on behalf of GWCloud or in its name, regardless of the individual's or legal entity's name or role;
- Any individual or legal entity hired to initiate and/or maintain business activities; such as agents, advisers, consultants, subcontractors, sales representatives and partners of a joint venture;
- Any individual or legal entity acting to ensure the concession of a license, visa, permit or any other kind of authorization from a Public Official; or acting in a regulatory matter related to a Public Official;
- Any individual or legal entity hired to represent the company or its interests before a government, state body, federal company or company controlled by the State;
- Any individual or legal entity hired to represent GWCloud in matter of a fiscal, legal, customs (or other) nature.



NOTE: No partnerships will be created with individuals or entities/companies without an unblemished reputation, so as to avoid any possible liability over third party actions that go against GWCloud's ethical and integrity rules.

GWCloud will carry out its mandatory due diligence to qualify and approve said third party partners, including approval by the Legal Directors and periodic auditing by the Ethics Committee.

“Improper Advantage” means:

- To exert influence over a government measure, or any other measure, such as the acquirement or maintaining of contracts, enforcement or cancelation of a levy or fine, the annulment of a contract or preexisting contractual obligation, etc., (manipulation of the economic and financial balance of contracts).
- To obtain a license, permit or any other type of authorization from a state body or Public Official to which the company has no right;
- To obtain confidential information on business opportunities, public procurements, or competitors' activities (public procurement fraud, creating an agreement to thwart a competitive procurement, etc.);
- To influence the termination of a contract disadvantageous to GWCloud;

- Provide any other improper advantage.

Liability

Associates must:

- Read, understand and follow this Policy;
- Complete the required anti-corruption training (including guides and instructions);
- Inform Business Partners about the requirements of this Policy.

Directors and Managers must:

- Ensure that the Associates and Business Partners follow the requirements and procedures of this Policy;
- Be under obligation to follow, as well as to enforce, all needed measures for the effective and integral implementation of this Policy.

The Compliance Department must:

- Update this Policy and other documents designed for the implementation of this Policy when necessary;
- Provide Associates and Business Partners advice and needed guidance for the compliance of this Policy's and the current legislation's requirements.
- Be under obligation to follow, as well as to enforce, all needed measures for the effective and integral implementation of this Policy;

Declaration



No GWCloud Associate or Business Partner, or any third party acting on behalf of GWCloud, shall: process, promise, supply, offer or authorize any payments related to bribery, gifts or Anything of Value, directly or indirectly, to any Public Official or employee at any municipal, state, regional, federal governance or to any entity or agency owned or controlled by the Government, neither to any legal entities or individuals (including in the private sector), to create any improper advantage.

Any practice contrary to the company's Anti-Corruption Policy, Integrity Program and Ethic's Code is strictly prohibited.

Regardless of whether GWCloud's resources are used, these restrictions are applicable and aim to avoid any bribery practice, and the payment or supply of Anything of Value.

To ensure the compliance with current legislation, with GWCloud's Anti-Corruption Policy and Integrity Program, the following rules and instructions (*) were established for all GWCloud's Associates and Business Partners:

(*) GWCloud Corp's and its partners' commercial decisions must be based on integrity, transparency, objectiveness, with no influence of gifts or favors.

A commonplace gift, of reasonable valuable, which is justifiable, a demonstration of respect or gratefulness, may be an adequate way in which business people show respect for one another. Such legitimate expenses, when made openly (transparency) are called "Bona Fide Expenditures." However, regardless of value, the act of giving or receiving a gift, a meal, entertainment or any other hospitality, must not be offered with the intention of influencing, in an improper manner, a public official and/or a GWCloud's commercial partner.

- Payments, gifts or "Anything of Value" cannot be promised, offered, made or supplied to civil servants, legal entities, or individuals (including in the private sector) by a GWCloud Associate or Business Partner, through direct or indirect means (including through a third party);
- Hospitality such as payment for meals, entertainment and other usual social courtesies can only be granted to the occasional Public Official or third party if it is an expenditure done in good-faith and approved by GWCloud's Senior Executive Management;
- A gift may only be offered to a public official or third party if it is a promotional gift (such as promotional giveaways with the company's logo, for instance) of modest value (up to R\$ 100.00);



- Donations to charitable organizations owned by a third party cannot be used to influence a client's purchase decision or other activities of a public official. Charity donations may only be granted to registered charitable organizations.

This policy hereby establishes the prohibition of passive corruption, that is, the undue reception of something of value (Anything of Value). Associates and Business Partners that supply their services to, or in name of, GWCloud must not accept, receive or agree to accept Anything of Value.

Any GWCloud Associate who receives information about any kind of bribery (material or in other values, services, promises, favoritism or anything of value) or about the possibility of an offer or reception of a bribe, must forward this information to the Compliance Department or to the Complaints Channel available at the GWCloud portal (www.gwcloud.company) for due investigation.

In order to avoid practices prohibited in this Policy and avoid any risks for GWCloud, it is crucial to verify the manner with which the Associates respond to demands of improper payments and other suspicious activities.

Thus, the ethical principles and reputation of the Company will be preserved.

GWCloud's Associates and Business Partners must strictly subscribe to fiscal, accounting and bookkeeping regulations. All transactions must be registered in the books and records on which the internal accounting auditing system will be based. The transactions will be duly registered in reasonable detail in the main books and records, as well as in tax and invoices, regular receipts and expenditure documents. These requirements are to deter the concealment of bribes or any irregular activities by companies and the forgery of accounting books and records.

On Complaints

GWCloud will not tolerate Associates and Business Partners that reach their goals through violating the Law or through improper actions. GWCloud will give total support to all Associates or Business Partners who refuse to make improper payments.

GWCloud will not allow or tolerate any kind of retaliation against any person that makes a complaint in good-faith about an alleged violation of this Policy and other policies, or applicable legislation or regulations, regardless of the results of the allegation(s) registered with the complaints channel.



When facing an improper payment demand, Associates and Business Partners must follow these instructions:

- Refuse to make the payment and explain that GWCloud does not make such payments as this is a practice contrary to the current legislation requirements, to commercial ethics rules and to the internal GWCloud's regulations;
- Explain that the refusal is final;
- Never use non-verbal communication (including gestures, posture, etc.) or implicit intent suggestions. This is to avoid even the slightest possibility of acts against this Policy being conducted;
- If a joint venture partner or a GW.Cloud representative is approached, the Associate or Business Partner must explain they are not authorized to make payments in the name of
- GWCloud, under penalty of contract termination.

To ensure compliance with GWCloud's Anti-Corruption Policy and Integrity Program, all employees are required to participate in anti-corruption training (including guidance and instructions, as well as information about the main penalties imposed by current legislation).

The Anti-Corruption and Integrity training is offered annually or whenever necessary.

All Associates and Business Partners must sign a “Liability Agreement” (Annex A) in reference to GWCloud's Anti-Corruption Policy and Integrity Program.

All payment proposed for commercial operations, hiring and others, must be evaluated based on their specific facts, with a focus on “Red Flags” related to bribery and corruption.

“Red Flags” are identified whenever a fact or circumstance suggests that a particular operation, relationship or hire has a probable risk of bribery and/or corruption.

When identifying a “Red Flag”, to minimize risks of bribery or corruption created by a specific relationship (clients, suppliers, agents, representatives, etc.), needed measures must be considered, including the possible termination of such relationship.

Nevertheless, when in doubt, contact GWCloud's Compliance Department or Integrity Committee.

Here are some more examples:



- Payments offered or made in cash;
- Extravagant gifts or hospitalities involving a Public Official;
- Third party commissions or service fees that exceed the common practice for similar services in a given region or which deviate from the contract;
- Client (public or private sector) that recommends or insists on the use of a specific intermediary/consultant;
- Excessive discounts which deviate from common practice prices;
- Consulting contracts with vague service description;
- Unqualified partners who do not have the necessary resources to fulfill the roles for which they were hired;
- Partner with a history of improper payment practices or improper conduct;
- Partner who refuses to abide by anti-corruption legislation;
- Partner who has a commercial relationship with a Public Official;
- Partner who insists that their identity remain confidential or refuses to reveal the identity of their business owner/controller;
- Payments or expenditures faultily or inadequately registered (e.g. invoices with questionable documents, out of standard contracts, which signal that it is possible to have financial ventures outside of what is mandated by law).

- Fraudulent overpricing or underpricing;
- Insistence on making a verbal contract or the refusal to formalize the proposal in written form.

NOTE: If there are any persisting doubts in a negotiation/commercial relationship, take a moment to think:

Am I comfortable with the finalized transaction? Can it be disclosed?

If the answer is no, the advantage or situation probably presents a non-compliance risk to GWCloud's Anti-Corruption Policy, Integrity Program and Ethics Code (unethical, illegal).

VIOLATION LIABILITY

GWCloud reserves the right to, if deemed necessary, initiate an internal investigation based on information concerning alleged corruption involving Public Officials (and other third parties) or any other officials in Brazil and in other countries.

All Associates or Business Partners are liable for fulfilling the conditions of this Policy and of other documents related to its implementation. Non-compliance to this Policy will lead to disciplinary action and, if applicable, contract termination.



Furthermore, the individuals that violate anti-corruption legislation may be fined or arrested as a result from legal proceedings, notwithstanding compensation for losses and damages and loss of profits that they may cause, as well as for reputational risk, loss of investors' trusts, millions in fines and governmental interventions caused by a potential violation. This will all be subject to investigation and indemnification over caused damages.

GWCloud will always ensure conformity control regarding the Anti-Corruption Policy and Integrity Program.

Please note that we have a Complaints Channel where it is possible to report irregular activities anonymously. Visit: www.gwcloud.company

We count on you to spread a culture based on Ethics and Integrity in our business activities!!!

GWCloud

ANNEX A

GWCLOUD'S ANTI-CORRUPTION POLICY

Liability Agreement

I hereby confirm to be aware of the rules and principles contained in GWCloud's ANTI-CORRUPTION POLICY and I accept its complete content. I commit to complying with all its provisions in full and I agree to be subject to the defined penalties for non-compliance.

Date: ____/____/____

Signature

Full Name: _____

Identification Document nº: _____