

NovaMente Soluções Cognitivas

Document 10 — Code of Ethics & Conduct

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Introduction

This Code of Ethics and Conduct defines the ethical standards and behavioral expectations that apply to every person associated with NovaMente — including full-time employees, part-time employees, contractors, interns, and members of the board. It applies to all contexts in which individuals represent or are associated with NovaMente: in the office, working remotely, at client sites, at industry events, and on social media.

Ethics cannot be reduced to a list of rules. Rules describe the floor — the minimum acceptable behavior. What we actually aspire to at NovaMente is something higher: a culture in which people do the right thing not because they are told to, but because they understand why it matters and they care about the kind of organization we are building together. This code is intended to support that understanding.

All employees are required to read this document, complete the annual ethics acknowledgment, and participate in the yearly ethics refresher facilitated by the HR & Culture team. Questions about the application of this code in specific situations should be directed to the HR & Culture team or the Legal team.

Integrity and Honesty

NovaMente expects all employees to act with honesty and integrity in all professional interactions. This means representing facts accurately — in communications with clients, investors, colleagues, and the public — and never misrepresenting the company's products, capabilities, financial position, or intentions.

Honesty also applies internally. We expect employees to acknowledge mistakes promptly and without defensiveness, to give credit to others' contributions accurately, and to provide honest assessments even when those assessments are uncomfortable. A culture of honesty is only possible when people feel safe telling the truth — and that safety is something leadership is responsible for creating.

Falsifying records, misrepresenting work done, manipulating data, or deliberately misleading anyone within or outside the company are serious violations of this code and may result in immediate termination.

Conflicts of Interest

A conflict of interest arises when an employee's personal interests could influence, or could appear to influence, their professional judgment or decisions on behalf of NovaMente. Conflicts of interest are not inherently unethical — but they must be disclosed and managed.

Employees must disclose any actual or potential conflict of interest to their manager and the HR & Culture team as soon as it arises. Common situations that require disclosure include: holding a financial interest in a company that is a client, competitor, or vendor of NovaMente; having a close personal or family relationship with a candidate being evaluated for employment; engaging in external consulting or employment that could compete with NovaMente; and receiving gifts or hospitality from clients or vendors beyond the thresholds defined in this document.

Once a conflict is disclosed, NovaMente will assess it and determine the appropriate management approach, which may range from simple acknowledgment to recusal from specific decisions to termination of an external arrangement. The company will not penalize employees for making good-faith disclosures.

Gifts, Hospitality, and Bribery

NovaMente prohibits bribery in any form. No employee may offer, pay, accept, or authorize any payment, gift, or benefit to or from any person for the purpose of obtaining or retaining business, influencing a decision, or gaining any improper advantage. This applies to interactions with private parties and with public officials.

Reasonable and customary business hospitality and gifts are permitted within the following thresholds: gifts received or given to clients or vendors should not exceed R\$ 200,00 in value per occasion; meals and hospitality should be reasonable in cost and context; no cash or cash-equivalent gifts may be given or received. Any gift or hospitality that exceeds these thresholds must be disclosed to the employee's manager and the Legal team before it is accepted or provided.

Employees who are unsure whether a specific gift or hospitality arrangement is appropriate should apply the following test: would I be comfortable if this were reported publicly and associated with NovaMente's name? If the answer is no, the arrangement should not proceed.

Confidentiality and Information Security

Employees at NovaMente have access to confidential information about the company, its clients, its technology, and its people. This information is entrusted to employees for the purpose of their work and must be protected accordingly. The obligation to protect confidential information continues after employment ends.

Confidential information includes, but is not limited to: client names, data, and contracts; product code, algorithms, and technical architecture; financial results and forecasts; personnel information; business strategy and roadmap; and any information that a reasonable person would understand to be proprietary to NovaMente or its clients.

Employees must not share confidential information with anyone outside the company without explicit authorization, must not use confidential information for personal gain, and must report any suspected or actual breach of confidential information to the Legal team immediately. Full details on information security practices are in Document 13 — Information Security Policy.

Respect and Professional Conduct

NovaMente is committed to a workplace in which all people are treated with dignity and respect. Every employee has the right to work in an environment free from harassment, discrimination, intimidation, and bullying. This right is not contingent on seniority, role, or any other factor.

Unacceptable behavior includes: any form of harassment — verbal, physical, or digital — including sexual harassment; discrimination on the basis of race, ethnicity, gender, gender identity, sexual orientation, age, religion, disability, nationality, or any other protected characteristic; bullying, intimidation, or deliberate exclusion; and retaliation against any person who reports a concern in good faith. Full details on NovaMente's anti-discrimination and diversity commitments are in Document 11.

Employees who experience or witness unacceptable behavior are encouraged to report it through the channels described in the Reporting Concerns section below. NovaMente investigates all reports seriously and will take appropriate disciplinary action, up to and including immediate termination, against anyone found to have engaged in prohibited conduct.

Use of Company Resources

Company resources — including equipment, software, systems, time, and budget — are provided to employees to enable their work. These resources should be used primarily for legitimate work purposes. Incidental personal use of company equipment is acceptable within reasonable limits, provided it does not consume significant time or resources and does not involve any illegal or inappropriate content.

Employees must not use company resources to run external businesses, to engage in activities that compete with NovaMente, to produce content that violates this code, or to access, store, or share material that is illegal, offensive, or inappropriate in a professional context. Full details on technology and equipment use are in Documents 13 and 14.

Social Media and Public Communications

Employees are free to maintain personal social media profiles and to express personal opinions online. However, when employees identify themselves as NovaMente employees or when their online conduct could reasonably be associated with the company, they are expected to apply the same standards of professionalism and respect described in this code.

Employees must not post confidential company information on social media, must not make statements that misrepresent NovaMente's positions or products, and must not engage in online conduct — including public commentary, community forum activity, or content creation — that is discriminatory, harassing, or otherwise incompatible with NovaMente's values.

Employees who wish to speak publicly on behalf of NovaMente — in media interviews, conference presentations, or public publications — must obtain approval from their department head and the Marketing team before doing so. This is to ensure that public statements are accurate, consistent, and strategically appropriate.

Reporting Concerns

NovaMente is committed to creating an environment in which employees feel safe raising concerns without fear of retaliation. Every concern raised in good faith will be taken seriously and investigated appropriately. Retaliation against an employee who reports a concern — even if the concern turns out to be unfounded — is itself a serious violation of this code.

How to Report

Concerns may be reported through the following channels, in order of typical preference: directly to the employee's manager, if the manager is not involved in the concern; to the HR & Culture team, by scheduling a confidential meeting or sending an email to the designated HR inbox; to the department head or COO, for concerns that involve the HR team itself; or through the anonymous reporting tool, accessible via the internal knowledge base, for employees who prefer not to identify themselves.

What Happens After a Report

All reports are acknowledged within two working days. The HR & Culture team and Legal team determine the appropriate investigation process based on the nature of the concern. Investigations are conducted confidentially, and information is shared only on a need-to-know basis. The employee who reported the concern is kept informed of the investigation's progress to the extent permitted by confidentiality requirements. Outcomes are communicated once the investigation is concluded, and corrective actions are implemented promptly.