

CODE OF CONDUCT



JULY 2023 - REV. 02





NEOORTHO MISSION, VISION AND VALUES

Mission

Providing a better quality of life for people by offering safe health solutions.

Vision

To be a reference in the orthopedic implant market in Brazil and the world, ensuring the best experience to our customers, offering knowledge, technology, and precision in every detail of our products.

To be a quality reference in the segment in which it operates, as well as to be recognized as a reliable company and that ensures sustainability for all audiences.

Values

EXCELLENCE: The success of the brand is due to its high-tech orthopedic solutions and excellent results, which allow thousands of people to move.

INTEGRITY: We honor the trust that is placed on us by acting with ethics and transparency.

HUMANITY: We are committed to aligning our strategies and operations with the universal declaration of human rights.

SUSTAINABILITY: We believe in the importance of sustainable actions for the conservation of natural resources and the preservation of the planet, so we optimize titanium in our materials, use paper with awareness, monitor the consumption of electricity and minimize industrial waste in our production process



MESSAGE FROM THE CEO

Esteemed,

We, at NEOORTHO, have Ethics in our DNA. It is part of our story and the base for the reputation we have built.

For our values and principles to continue directing our business decisions and the day-to-day conduct of each and everyone of us, we are implementing the NEOORTHO Code of Ethics, as a pillar of this company.

This Code was developed using simple language, enabling a relaxed and fast read. We expect you to familiarize yourself with all the topics covered in here, clarify your doubts, consult, respect and demand compliance with it.

In addition to ensure the longevity for our business and our positive impact on society and for the environment, working with ethics motivates us and make us proud.

We invite everyone to experience this Code of Conduct, integrating it into their daily activities, always honoring our credibility, respect, and trust of the market and society in our company.

Dr. Geninho Thomé
Chairman



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GLOSSARY

PUBLIC AGENT: The public agent is anyone who provides any type of service to the State, who holds public role, in the broadest possible sense of this expression, meaning any public activity.

SHAREHOLDERS: Individual or legal entity holding a shareholding interest in the company.

CONFLICT OF INTERESTS: Any situation representing a conflict between the personal interests of an Employee and the interests of the Company, which may, actually or apparently, compromise or adversely influence the delivery of the Employee's functions, in case in point, to the detriment of the Company's interests.

DONATION: All transfer of assets, rights, valuables, or advantages of the Company equity to that of another individual or legal entity.

PHILANTHROPIC, CHARITABLE OR NON-PROFIT: Every legal entity, non-profit, whose purpose is to provide services in the areas of social assistance, health, education, sport, culture, science, or leisure.

SPONSORSHIP: Any transfer of amounts with a consideration from the beneficiary, on a definitive basis, or availability of goods or real estate property belonging to the company, without transfer of ownership, destined for projects, cultural events, such as conferences, congresses, or trade fairs.

EMPLOYEES: All NEOORTHO employees, interns, board members, directors and executives of and companies in which it has a shareholding interest.

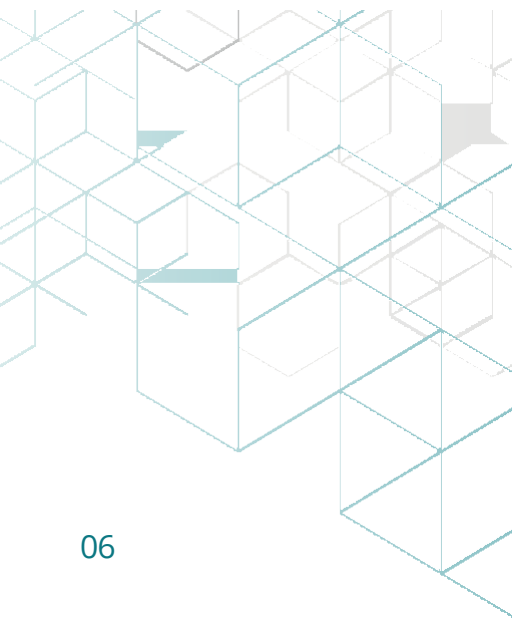
THIRD PARTY: Any individual or legal entity that is not a NEOORTHO Employee, and who is contracted to assist in the performance of activities or act on behalf, interest, or benefit of the same, such as representatives, subcontractors, suppliers, consultants, service providers in general, among others.

STAKEHOLDERS: Shareholders, customers, competitors, partners, suppliers, public agents, press, control agencies, community and class entity associations.



APPLICATION

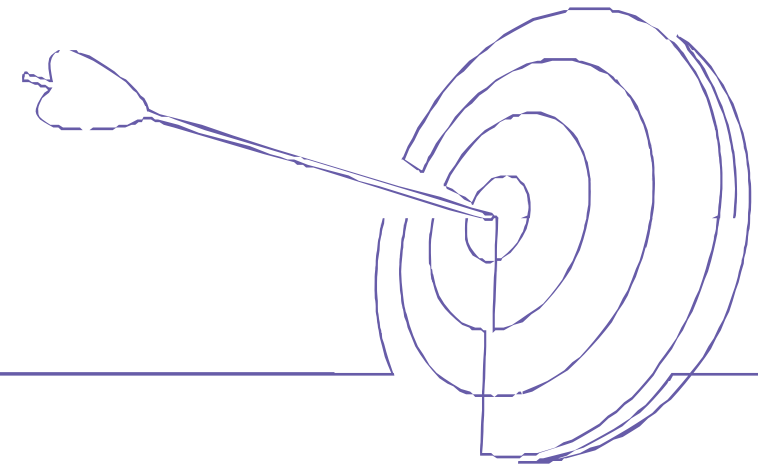
This Code of Conduct applies to all NEOORTHO employees, regardless of the position held or the function performed, to shareholders, customers, competitors, partners, suppliers, public authorities, press, control bodies, community and class entity associations.





RESPONSIBILITY FOR THE CODE OF CONDUCT

- All employees must ensure compliance with the Code of Conduct, reflecting it on their attitudes and behaviors.
- Company leadership positions should be well versed in the Code of Conduct, leading by example, achieving the fulfillment of policies in their day to day, based on the company principles and values.
- The company is committed to following the guidelines of the Code of Conduct, with all practices aligned with the principles and values mentioned.
- NEOORTHO's Integrity Committee is responsible for the ongoing enhancement of the Code of Conduct, targeting full compliance by all.



OBJECTIVES OF THIS CODE

- This code covers NEOORTHO's business values and principles, as well as the guidelines that should serve as base for the conduct of professionals in their activities in the company and on behalf of it.
- It represents the basis of the company's commitments to its ethical and moral principles in undertaking its activities and targets serving as north for the activities of all its employees in all their scopes of activity, both inhouse and externally.
- NEOORTHO's Ethics and Integrity Program ratifies the importance of total compliance with market laws and regulations, internal standards, policies and regulations, ensuring the prevention, detection and correction on non-compliant situations.
- This Code should also be considered a demonstration of NEOORTHO's commitment to honoring its commitments to all audiences in its relations.
- The Code of Conduct must serve as individual and collective reference for the attitudes and behaviors of all professionals in acting correctly, with integrity and efficiency with respect to society and the environment.
- We target deviations of conduct, observing and promoting the disseminations of guidance and educational activities stemming from senior management and the Board with no loss to the deployment of the fitting disciplinary measures whenever said deviations are found.
- Any suspicion of behavioral deviation or legal violations, as well as of the standards:

<https://ouvidordigital.com.br/gtcompany> or phone 0800-5910356

DESCRIPTION OF CODE OF CONDUCT

1. ETHICS IN THE WORKPLACE RELATIONSHIPS WITH EMPLOYEES

- NEOORTHO's assumption is treating with respect its internal staff, recognizing and accessing their diversity, as well as preserving their physical, moral and psychological integrity.
- We do not discriminate based on age, ancestry, color, family or medical leave, gender identity or expression, genetic information, marital status, medical conditions, nationality, physical or mental disability, political affiliation, race, religion, sex (including pregnancy), gender orientation or any other characteristic protected by the law, applicable regulations, and ordinances.
- Management should be models of conduct, guiding their actions to set examples of appropriate behaviors and attitudes.
- Our opportunities must be offered in an equitable way. Candidates nominated by employees must complete the full selection cycle, as well as compete on an equal footing with the other candidates.
- There should be no form of discrimination in recruitment, selection, and dismissal processes.
- Compensation and professional ascent policies are based solely on individual merit and career plan, involving each candidate's performance and skill sets, decisions affecting the professional career of subordinates based on positive or negative aspects of personal relationships are not allowed.

All employees are forbidden from using their position to solicit favors or personal services from subordinates.



Acts of intimidation, offense or aggression are not accepted in the premises of the company or in the performance of the function, either against co-workers, or against people who are not directly linked to the company (customers, suppliers, consumers, authorities, etc.)

We do not tolerate any kind of harassment, moral or sexual, or any conduct that may be characterized as offensive or embarrassing and that would cause any form of moral damage to any employee.

We do not tolerate disrespectful, discourteous, disloyal, unfair, undignified, threatening, or discriminatory treatment of any person, regardless of hierarchical level, position or function.

Never carry, use, or transfer drugs or illicit substances. Never perform work when under the influence of alcohol or drugs (illegal, legal, or under prescription).

Consumption or offering of alcoholic beverages is restricted to celebrations authorized by the director responsible, outside the work environment, always in moderation and so that consumption does not influence any type of behavior that may negatively impact the guidelines of this Code of Conduct.

1.1. SECURITY OF INFORMATION AND COMPANY RESOURCES

- All employees are responsible for the custody, zeal and conservation of NEOORTHO assets and properties, and no employee may appropriate company assets or resources, nor use them for his or her own or third-party's benefit.
 - All employees must care for company-owned information ensuring their adequately protected and cannot be accessed by unauthorized personnel.
 - We do not tolerate the use of our technology, methodologies, know-how or information owned by the company or third parties in the company's possession without the proper prior authorization.
 - Intellectual and property resources of the company should not be used for private purposes or for transfer to third parties.



ETHICS IN PRACTICE

I keep project information on a personal flash drive, which I recently misplaced. Should I be worried?

→ When talking about protecting and preserving company assets and information, increased attention must be given to good information security practices. For instance:

- never share passwords;
- check sender and reliability of content before accessing e-mail links;
- be careful with unprotected devices, such as flash drives or external Hard Drives;
- use platforms and systems approved by the company.

1.2 GOOD ADMINISTRATIVE PRACTICES

- Employees must not use their position, function, or privileged information for their own benefit, that of family members or their personal relationship circle, to the detriment of the company business.
- We must not offer or receive any kind of undue advantage, financial or not, in exchange for any form of benefit.
- Receiving, direct or indirectly, favors, advantages or gifts of a personal nature and not considered as good institutional practices that may influence business decisions or benefit third parties is not tolerated.
- Receiving gifts devoid of commercial value or of mere symbolic value is permitted, as well as those distributed by entities as courtesy, advertising or on the occasion of special events or start-up dates, related to acts of courtesy as a normal part of the commercial relationship, within the limits of common sense and reasonableness.
- Sponsorship or incentives for fraud or unlawful acts, regardless of its nature, shape, purpose, or reason is not tolerated.
- We shall not circumvent, or attempt to circumvent, any rule established by the company, by legislation or by force of contract.
- In accordance with donation and sponsorship policies, this type of initiative shall have a written contract and formalized term, describing the destination of the resources/goods, the beneficiary and, where applicable, the terms of donation/sponsorship duly accounted for.



1.3 FORIDDEN ILLEGAL OR UNETHICAL PRACTICES

- Adopt practices related to money laundering, as well as any act that aims to conceal or dissimulate the nature, origin, location, disposition, movement or ownership of property, rights or valuables stemming, directly or indirectly, from criminal offense;
- It is the duty of each employee to know and comply with laws and regulations relevant to their activities, especially those in connection with:
 - Corruption prevention - Federal Law 12,846/13;
 - Defense of competition - Federal Law 12,529/11;
 - Prevention of money laundering - Federal Law 9613/98;
 - Foreign Corrupt Practices Act – FCPA – United States Federal Law to Combat Bribery .

Note: When we operate in foreign countries we are responsible for knowing the local anti-corruption law and complying with it.

1. Any illegal acts or in disagreement with the company's good practices, policies and regulations will not be accepted or tolerated, such as, but not limited to:
 - Accept or offer any kind of undue incentive or advantage to employees, public servants or third parties;
 - Perform any acts causing reputational damage to the company and the interests of customers, of the public authorities, suppliers or that cause harm to the communities where the company operates;
 - Use of child labor, slave or similar labor, whether in the direct performance of the company, its suppliers of products and services, third parties or business partners.

At NEOORTHO we have zero tolerance for corruption. Should you witness or suspect any inappropriate activity carried out by the company or any supplier, please report the case immediately with as much detail as possible. Examples of undue advantages gained through acts of corruption include obtaining licenses and accelerating administrative processes, receiving benefits from suppliers to influence the procurement process, among many others. More details are available in the Anti-Corruption Policy.



ETHICS IN PRACTICE

I'm afraid to report a complaint. How do I know it will be anonymous? I won't be identified? Do I need to provide evidence?

→ The Open Channel platform allows contact to be made anonymously. It is not necessary to present evidence; however, it is important to provide a detailed report so that the case can be investigated in the best possible.

1.4 RELATIONS WITH PARTNERS AND THIRD PARTIES

- The relationship with partners is based on professionalism and sharing of actions and information necessary for the full success of the relationship.
- Our partners and third parties are expected to demonstrate high ethical standards and maintain integrity in all interactions with NEOORTHO, its customers and the public administration; supported also by a compliance program that minimally ensures effective combating corruption and other unacceptable practices.
- Our relationship with partners and third parties is driven by the search for quality, technical and financial reliability, integrity in the conduct of negotiation, with regards to legislation, the environment, and commercial, social and contractual rights.
- In order to expand its sustainable operations, NEOORTHO recommends that its internal areas seek permanent ways to influence its partners and providers of products, services and equipment to adopt responsible action in the social and environmental areas and to be signatories of this Code of Conduct.

1.5 RELATIONS WITH SHAREHOLDER

- The relationship with shareholders is based on professional management and accurate, transparent, and timely communication of information necessary for the monitoring and evaluation of the company's business.

1.6 RELATIONS WITH CLIENTS

- The company seeks a relationship of quality and transparency with its clients needs, with commitments that guarantee their satisfaction, with respect for contracts in force and always in accordance with the legislation.
- With respect to clients, company principles and current legislation, changes to contracts are forbidden without prior agreement and formal consent by the client.
- NEOORTHO professionals are committed to maintaining maximum confidentiality about information received from their customers and business partners.



ETHICS IN PRACTICE

I have a meeting scheduled with a public agent, how should I prepare for it?

→ Always have the meeting accompanied by one other employee. Have a pre-defined agenda and, after the meeting, formalize and make a report on the actions carried out.



ETHICS IN PRACTICE

I hear we're looking for a new supplier for office supplies. I have relative who operates in this sector and will take part in the quotation process, what should I do?

→ You should stay away from the entire process and not share any critical information (competitors, budget, price and the like). If it results in a contract, the same care must be maintained. It is imperative that you promote transparency to the relationship between you and the supplier. To this end, talk to your manager.

1.7 RELATIONS WITH COMPETITORS

We do not tolerate any actions that curtail, or have the possibility of limiting, free competition. NEOORTHO is contrary to any kind of agreement, explicit or implicit, among competitors in a market, aimed at increasing prices and profits together.

1.7.1 RELATIONS WITH COMMUNITIES

- The company strives for best practices in social responsibility, respecting the community around its projects.
- It is a business policy to preferentially employ professionals locally from localities in which we operate, thus contributing to local development.

1.7.2 RELATIONS WITH PRODUCT AND SERVICE SUPPLIERS

- In choosing and contracting suppliers and service providers, the company bases itself on objective and pre-established technical criteria covering suitability, technical and supply capability, quality, deadlines, prices, and conditions practiced.
- Risky suppliers go through a due diligence process to assess their reputation and possible restrictions.
- Having met the above-mentioned criteria, suppliers having sustainability aspects added to their products are preferred, i.e., produced with renewable, certified or recycled materials, with clean technologies, among others, in order to contribute to the non-degradation of the environment.
- The company grants the same ethical treatment to outsourced service providers as it does to its own employees.
- NEOORTHO does not allow any employee should obtain personal advantage through the influence of their position in the company when dealing with suppliers or business partners,.



ETHICS IN PRACTICE

I am proud of my participation in a NEOORTHO project and would like to share this on my LinkedIn profile or other social media, is this allowed?

→ Yes. It is important that you make sure that it was a public information, already disclosed by the company. If you are in doubt, consult your manager. Use only official company content (photos, links, etc.), do not produce or share content on your own.

1.8 RELATIONS WITH THE ENVIRONMENT, HEALTH AND SAFETY

- NEOORTHO complies with all workplace health and safety standards. Therefore, managers and other employees must adhere to the procedures and instructions that regulate and preserve safety and health.
- We respect the Brazilian environmental legislation applicable to our areas of activity and support initiatives and activities aimed at the sustainable development of the country.
- We believe in the importance of sustainable actions for the conservation of resources and preservation of the planet.
- Employees must conduct their activities and projects with respect for the environment, following standards and regulations in health, so as not to adversely impact the natural balance of the environment.

1.9 RELATIONS WITH THE PRESS AND SOCIAL MEDIA

- The company maintains an independent and respectful attitude in its relationship with the press, preserving its interests, its image, as well as internal information considered strategic or beneficial;
- External manifestations are coordinated by the Board of Directors and can only be made directly to the press or indirectly, through qualified sources authorized to represent the company. We do not allow employees to give interviews to any press organization or have their image publicized in matters relating to the company, without express authorization from the Board of Directors;
- News of non-compliance that links the name of our employees will be purified by NEOORTHO in order to preserve the image of the company and its employees;
- It is prohibited to use the company's systems and communication channels to search, propagate or disseminate hoaxes, boats, pornography, jokes, games or even partisan political propaganda.
- NEOORTHO employees protect confidential information and use common sense when participating in social media, ensuring the company's image;
- In case of doubt, they should direct their communications to information that may be disclosed to the area responsible for company communications.

1.10 CONFLICTS OF INTERESTS

- We define conflicts of interest as situations in which employees use their influence or take actions with the objective of benefiting personal interests, whether in actual or apparent situations. Personal interests are not limited solely to the employee but also encompass the interests of their closest relationships, such as relatives, partners, friends, and similar connections.
- Any conflicts of interest situations should be reported to senior management for clarification and guidance, or be directed to the Integrity Committee, especially concerning kinship relationships with suppliers and service providers.
- Direct subordination of relatives up to the 3rd degree, boyfriends, spouses, or individuals in a stable union or lifetime companions is strictly prohibited.
- NEOORTHO employees who have or may have a second job in client or supplier companies should consult their senior management or Integrity Committee.
- In situations where a conflict of interest is identified, the employee(s) may not participate in meetings, discussions, or decisions involving the conflicting parties, ensuring that the objectivity of their decisions, made on behalf of the company, is not challenged.



ETHICS IN PRACTICE

I have friends among employees and third parties, but I'm unsure if this constitutes a conflict of interest. How can I identify a conflict situation?

→ Identifying a conflict situation can be subjective and complex. To aid your judgment, always ask yourself these questions:

1. Could my personal relationship affect a professional decision? Will I or any of my relatives gain personally (financially or otherwise) from this decision?
2. If I had to explain my decision, would I feel embarrassed to disclose my relationship (friendship, emotional, or familial)?
3. Could my relationship, if observed by a third party, raise suspicion or imply an apparent conflict?

If you answered yes to any of the above questions, you might be in a conflict of interest situation. Please arrange a meeting with your manager to provide transparency regarding the case.

1.11 INTEGRITY COMMITTEE

The Integrity Committee is responsible for:

- Managing NEOORTHO's Ethics and Integrity Program;
- Deal with issues about the interpretation of the Guidelines of the Code of Conduct;
- Guide and monitor the actions necessary for the disclosure and dissemination;
- Ensure the existence of direct communication channels, permanent and accessible to all employees to solve stakeholders' questions the Code's content and filing complaints;
- Assess and adjudicate cases of violation of this Code and report them to the Executive Board after review and diligence;
- Establish specific procedures to define how investigations and accountability should be conducted in the event of complaints and involvement of company members in situations of non-compliance.



ETHICS IN PRACTICE

Is the Committee responsible for the risks and business compliance?

→ Compliance with the Code of Conduct is everyone's duty. But see the Integrity Committee as a partner in the search for a more ethical, transparent and inclusive work environment. You may contribute to the work of the Committee in the following ways:

- archiving and providing timely documentation;
- knowing and disseminating the norms of our policies;
- reporting non-compliance situations.

2. FINAL PROVISIONS

In the event of unforeseen occurrences not covered in this document, which may raise doubts as to the appropriate way of dealing with them, the matter should be immediately referred to the immediate superior.

In the event of breaches of the provisions of this Code, internal inquiry will be established for the investigation of the facts, and if the infringement is found, the employee will be subject to the penalties provided for in the Consolidation of Labor Laws, as well as in their employment contracts (provision of services).

In the case of infringement by employee not part of the staff, there may be the motivated termination of the contract corresponding to their engagement.

This Code shall come in force on the date of its formalization, for an indefinite period after its approval, and shall be distributed to administrators and employees, who must sign the term of reception and commitment attached here.

No administrator or employee may claim ignorance of the guidelines set out in the code, under any circumstances or argument.

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