

CODE OF BUSINESS CONDUCT AND ETHICS

PRESENTATION

Those of us who work for Clover International C.A. have the responsibility to make our workplace a community based on ethical principles and values that benefit our daily work, being our fundamental premise to adhere to the following VALUES organizations:

- ✿ **Commitment:** Responsibility and unwavering firmness in the fulfillment of what we have proposed, based on teamwork and proactivity towards a common goal, organizational success.
- ✿ **Loyalty:** We seek the common good of the organization, with faithful, positive personnel with a broad sense of belonging. Complying, diligent and acting in a way that does not affect the integrity of ourselves, our colleagues and the company
- ✿ **Organization:** Coordinate, arrange and order in a congruent way each step and available resources (human, financial, physical and others) to fulfill our purpose and objectives.
- ✿ **Honesty:** Act with rectitude, honorability, transparency and decorum, in accordance with what is thought, expressed and done.
- ✿ **Ethics:** Integrity, honesty, transparency and trust in the way we develop our activities and do business. Responsible for our actions.
- ✿ **Respect:** We recognize the value of our customers and our staff as an essential part of the company.

This is how the Code of Ethics and Conduct is consolidated as a guide of conduct under general interest, which implies compliance with legal, disciplinary, contractual and regulatory provisions of the authorities and the organization.

INTRODUCTION

This code of ethics and conduct is intended for all employees of Clover International C.A. (Directors, Managers, Coordinators, Chiefs and employees). This Code establishes guidelines in order to set high standards of behavior based on the ethics and values of Clover International C.A. and of each employee. However, this code goes beyond the legal minimums, describing the ethical values we share as members of Clover.

The use of "we" in this Code refers to the obligation to adhere to Clover International C.A.'s standards of conduct; each employee is individually responsible for conforming to these standards. Therefore, this guide highlights the main issues and identifies policies and resources to help Clover International C.A. employees develop an optimal work environment.

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GENERAL ETHICAL AND BEHAVIORAL STANDARDS

- ❖ We do not discriminate against any person for reasons of gender, marital status, age, religion, race, political opinion, social or economic class, pregnancy status, nationality and sexual preference.
- ❖ We promote and facilitate the detection of illegal practices and/or inappropriate conduct, through open communication and formal mechanisms implemented in accordance with the provisions set forth in this Code.
- ❖ It is the responsibility of Clover International C.A. personnel to observe the standards of conduct and other requirements of the Code of Ethics and Business Conduct, even if such standards and requirements are not imposed by law. Any employee who does not comply with these standards and requirements is acting outside the scope of his or her employment.
- ❖ We comply with the laws, regulations and regulatory order of the country, as well as those stated in the document FPCJ-01-01 Applicable Legal and Regulatory Requirements, controlled by the Quality Management System of Clover International C.A. As well as this code, mission, policy, objectives and procedures established in Clover International C.A. Since we seek to be an example of a culture based on legality.
- ❖ We protect and preserve the tangible and intangible assets of the company, as well as its efficient use to contribute to the achievement of the objectives of the company and not for personal gain.
- ❖ Managers and employees involved in operations of a dubious, non-transparent or illegal nature will be subject to the sanctions provided by law.
- ❖ We are committed to timely reporting of violations of the code.
- ❖ Clover International C.A. personnel may not use or disclose to third parties any facts, information, planning, objectives, lines of work, organizational results or documents. This commitment will be maintained after the expiration of the employment relationship.

SPECIFIC ETHICAL AND BEHAVIORAL STANDARDS

1.- RELATIONSHIP WITH THE PERSONNEL AND THE WORK ENVIRONMENT

- ❖ We maintain an attitude of respect and collaboration for the fulfillment of tasks.
- ❖ We perform our duties with enthusiasm, overcoming challenges and protecting the company's interests.
- ❖ Regarding the appearance of our personnel, we try to take into account the type of activity we execute, the public with which they are in contact, and the cultural and business habits of the region.
- ❖ Clover International C.A. and all its employees are committed to faithfully and respectfully comply with all applicable laws and regulations in the country.

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- ✿ Workers will have access to the company's facilities and client areas by presenting their assigned identification card; they must carry it in a visible and appropriate place during their stay in the work areas.
- ✿ Clover International C.A. guarantees its employees an adequate work environment, based on the development of safety, hygiene and environmental services.
- ✿ We ensure that we maintain a safe working environment and prevent injuries in the workplace.
- ✿ At Clover International, C.A. we are committed to maintaining a work environment free of discrimination based on gender, marital status, age, religion, race, color, political opinion, social or economic class, pregnancy status, nationality, sexual preference, disability or any other category protected by law. Likewise, free from harassment at work, sexual harassment, harassment based on sex and/or based on any of the aforementioned characteristic.
 - ✿ a. - Any conduct, practice or behavior that, in a systematic and recurrent manner over time, undermines or violates the dignity of the employee within the employment relationship, attempting to subdue him/her emotionally and psychologically and seeking to nullify his/her ability, professional promotion or permanence in the job, creating a hostile environment and negatively affecting the work environment, is prohibited. This occurs when, in a repeated and continuous manner over time, there are behaviors such as the exclusion of the employee from relationships with colleagues, the lack of assignment of tasks or absurd jobs or jobs below the professional capacity or competences of the employee or the humiliation, contempt or undervaluation of the employee in public.
 - ✿ b. - Any behavior, verbal or physical, of a sexual or discriminatory nature that has the purpose or has the effect of violating the dignity of a person at work is prohibited, in particular when it creates an intimidating, degrading or offensive work environment. It may involve the conduct of superiors and colleagues, or even third-party customers or suppliers, and such behavior must be unwanted, unreasonable and offensive to the person who is the object of it.
 - ✿ c. - Any behavior based on a person's sex, with the purpose or effect of violating his or her dignity and creating an intimidating, degrading or offensive environment, is prohibited.
- ✿ Eradicating the exploitation of minors. Any form of employment of minors at Clover International is strictly prohibited, in line with applicable policies and in accordance with national and international regulations.

2. - RELATIONSHIP WITH CUSTOMERS

- ✿ We serve our clients by offering them effective responses and honesty in each operation, providing quality services, adhering at all times to government regulations, administrative and operational standards of the company.

3.- RELATIONSHIP WITH SUPPLIERS

- ✿ We ensure the equitable participation of suppliers and an impartial selection of suppliers, based on criteria of quality, profitability and service.

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- ⌘ We do not disclose with a supplier or with people outside the company, the problems or weaknesses observed in another supplier.
- ⌘ We consider it unlawful conduct to request or receive any incentive or gift from suppliers in order to benefit from the processes in which they participate.

4. - RELATIONSHIP WITH THE COMMUNITY

- ⌘ Clover Internacional C.A. employees are free to support charitable, community or political organizations and causes of their choice; as long as they make it clear that these are their opinions and actions and not those of Clover Internacional C.A. We must ensure that our activities, actions and behaviors externally do not interfere with our performance at work.
- ⌘ We recognize our commitment to the community based on our origin, principles and values, seeking the simultaneous generation of economic and social value in all our actions, for our growth and sustainability

5. - RELATIONSHIP WITH THE GOVERNMENT

- ⌘ We cooperate at all times with the competent authorities for the full exercise of their powers.
- ⌘ The dealings, procedures and relations that we have with government officials on behalf of the company are carried out in accordance with the laws in force in the country.
- ⌘ We must pay special attention to comply with all legal and contractual obligations when doing business with the state. The legal framework has been established to protect the public interest. Such laws prohibit or strictly limit the receipt of gifts, presents, entertainment or travel offered to government officials or any government representative.
- ⌘ Employees of Clover Internacional C.A. who deal with government officials, officials or any government representatives are responsible for knowing and complying with applicable laws and regulations.

6. - ANTI-BRIBERY AND ANTI-CORRUPTION

- ⌘ In our activities inside and outside the company or on behalf of the company, we do not participate, order, authorize, promise, conspire, induce or assist anyone in corrupt practices, either directly or through third parties.
- ⌘ We do not give, accept or commit gifts, advantageous conditions, salaries, travel, commissions or any other form of compensation to influence a business decision. Likewise, we do not give or obtain undue advantages or benefits of any kind, nor do we engage in any other bribery or extortion practices in our relations with customers, suppliers, financial institutions, concessionaires, contractors, companies, government authorities or representatives, or any other person or entity with whom we do business.

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- ✿ We do not accept gifts from customers, suppliers, associates or competitors, except for gifts clearly identified with the company or organizational, without significant commercial value. Gifts of significant value that for any reason cannot be returned will be obligatorily incorporated into the company's assets.
- ✿ No employee on behalf of Clover International C.A. may make any Contribution using the name, funds, property, equipment or services of the company for the support of political parties, initiatives, committees or candidates. This includes any contribution of value.
- ✿ Clover International C.A. complies with national and international laws, regulations and restrictions. Additionally, when we conduct business travel within or outside of Venezuela, we are subject to the laws governing what we import and export.
- ✿ Clover International C.A. employees are responsible for knowing the laws to which they are subject and for verifying, in case of doubts, with the respective legal area the compliance with them during the import/export operations performed by the company on behalf of its clients.
- ✿ We comply with the provisions applicable to negotiations with government entities, in particular the special requirements associated with contracts and transactions with the Government. (Public Administration Procurement and Contracting Law).
- ✿ We do not engage in any act of corruption. Accepting a bribe or bribing another person.

7.- ANTI-TRUST

- ✿ Any make direct or indirect t (via third parties including agents, suppliers or customers)contact contact with an actual or potential competitor or other third party, the object of which is to engage in cartel behavior, is prohibited
- ✿ Any propose or reach an agreement, whether directly or indirectly, formally or informally, with actual or potential competitors, regarding any sensitive competition-related issues, including: fixing prices, dividing or sharing markets, customers or territories and rigging a competitive bidding process, is prohibited
- ✿ We commit to report any indication or initiative of improper anticompetitive business conduct by an actual or potential competitor, reporting to our legal department and/or to the relevant Anti-Trust authorities.
- ✿ We do not participate in meetings of a trade association in which sensitive competition-related issues are discussed. If such subjects are raised during a meeting, Clover International, C.A employees' must immediately ask for the discussion to end. If not, they must leave the meeting and ask for that to be noted in the minutes of the meeting.
- ✿ We must pay special attention to ensure that all internal and external correspondence, including e-mails and texts, and documents, discussions and public statements do not contain any statements that might be misinterpreted by third parties or Anti-Trust authorities and courts in the context of a potential Anti-Trust investigation.
- ✿ We maintain an independent judgment in pricing or selling of any products and/or services

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- ✿ We'll limit any information discussed during commercial negotiations, with or disclosed to competitors or other third parties, to that which is strictly necessary for completing or assessing the transaction.

8. - RESPONSIBLE MARKETING

The communication through advertising and marketing of Clover International C.A. shall be:

- ✿ Legal, decent, honest, truthful and in accordance with the principles of fair competition and good business practice.
- ✿ Verifiable and accurate, free of elements that could lead to an erroneous interpretation of the characteristics of the services we offer.
- ✿ Respectful of moral values, avoiding unethical circumstances that violate the integrity and human dignity, or use symbols culturally offensive to a gender, race, religion, social class or political preference.

9. - ENVIRONMENT

- ✿ Our environmental commitment is a responsibility shared by everyone and no one at Clover Internacional C.A. assumes that it is someone else's job.
- ✿ We believe that it is necessary to preserve the health of our employees; therefore, we will ensure that we comply with the hygiene and environmental standards in both the laws that govern us and the processes within Clover International C.A.
- ✿ We ensure that we maintain a work environment that respects the environment and guarantees the contamination of our environment. We will establish programs that allow us to improve our environmental performance.
- ✿ We will develop and support alliances with companies that act responsibly towards the environment.
- ✿ We are committed to keeping our environmental performance public.

10. - CONFIDENTIALITY AND PROTECTION OF INFORMATION

- ✿ Clover staff may not use or disclose to third parties any facts, information, planning, objectives, lines of work, organizational results or documents. Said commitment will be maintained after the employment relationship has expired.
- ✿ Personal data or any information entered by Clover Internacional, C.A. will not be published at any time. Only in the cases provided to third parties in accordance with the provision of the service carried out by Clover International, governmental entities, the information can be administrative, commercial and / or operational of the activities carried out in the development of the service. Likewise, only the personnel who will directly execute the tasks during the provision of the service maintain access to it.
- ✿ Use or disclose confidential information of customer, supplier or third party data, for your own benefit or for the benefit of others.

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11. - ANTI-RETALIATION

Any retaliation for reports of inappropriate (illegal or unethical) conduct by Clover personnel or third parties acting in good faith is strictly prohibited. Any type of retaliation against a person for having tried to report, reported, assisted a reporter or provided information for an internal investigation through the reporting mechanism or any other means and in good faith, is prohibited and is reportable.

Communicating "in good faith" means providing information honestly, completely, and accurately, even if it is later shown to be unfounded or inaccurate. Any information found to have been provided in bad faith could lead to disciplinary consequences.

Our staff, clients and/or suppliers must feel that they can freely and unreservedly submit information, that their identity and the information they provide will be handled with care and disclosed only on a need-to-know basis.

COMPLIANCE WITH AND CONTROL OF THIS CODE

Any violation or non-compliance with the ethical rules and principles underlying this Code must be reported through the communication channels established to the Human Resources Department, which undertakes to conduct the appropriate investigation of the case. Infringement or non-compliance will result in sanctions that will be applied according to their severity, from verbal reprimand to termination of employment. All censure and reprimands will be made privately and with the intention of correcting the detected conduct, leaving a record of its formulation in the employee's personnel file. However, if it is determined that the reprimanded conduct constitutes grounds for justified dismissal in accordance with current legislation, Clover International C.A. will proceed to the effect through the Human Resources Department, after consulting with the Legal Department. If the censured conduct also typifies any of the crimes provided for in the legislation, Clover International C.A. will act in accordance with the applicable legal procedures.

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This Code of Ethics and Conduct has been approved by the steering committee in:

Date: February 2022, and in agreement, they sign:



Miguel Heredia Hurtado
Principal Director