

# VTEX's Code of Ethics and Conduct for Third Parties

This is how we roll.

# Hello!

Welcome to the  
VTEX's Code of Ethics and  
Conduct for Third Parties.



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# 1. Introduction

At VTEX, we are committed to developing our business ethically, transparently, and fully complying with all applicable laws and regulations.

We act ethically and respectfully in all business dealings and expect our Third Parties (“You”) to do the same.

This Code of Ethics and Conduct for Third Parties (“Code or Document”) was developed to explain our expectations and guide VTEX’s principles and values.

This way, You will know the expected conduct and feel more comfortable and secure while working with VTEX.

This Code applies to all Third Parties working with or on behalf of VTEX. This includes but is not limited to all VTEX suppliers of products or services, business partners, and any other Third Party not mentioned here.

It’s important to mention that subcontractors or anyone who works with or be contracted as a part of the relationship with VTEX must understand and comply with all provisions established in this Code.

VTEX encourages You to consult this Code when in doubt and incorporate its principles into your work routine.



We expect **all Third Parties** in our operations and supply chain, and their third parties, **to embrace the following social, environmental, and ethical responsibilities.**

## 2. People

- | Diversity and inclusion
- | Harassment-free workplace
- | Human Rights
- | Safety and Health
- | Honesty and Integrity

# People

VTEX is committed to fostering a culture based on mutual respect, complying with all employment and safety laws, and recognizing and supporting human rights.

We expect You to be committed to the same goals and principles.



# Diversity and Inclusion

VTEX expects You to ensure an inclusive environment where all employees receive equal opportunities.

You must make all decisions related to employment based on skills and aptitude, never on personal characteristics, such as race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership, national origin, or marital status.

What VTEX expects from You?

- Value differences in all of your company processes;
- Work together to build a more inclusive environment;
- Offer equal opportunity in all company processes.



# Human Rights

VTEX expects You to recognize human rights on a global scale.

We do not tolerate the use of child, forced, bonded, or involuntary labor, regardless of where You do business.

VTEX expects You to continually monitor and assess your value chain to ensure that everyone has safe working conditions and assure that working hours, including overtime, do not exceed applicable legal limits.

You must comply with all legal requirements relating to wages and benefits. The use of temporary and outsourced labor must also comply with the limits of local laws.

Lastly, VTEX expects You to respect the right of employees to form and join representation groups or unions.



## Harassment Prevention

You must maintain a harmonious work environment free of harassment and not tolerate any conduct that could characterize intimidation, bullying, inappropriate sexual conduct, or other inappropriate behavior.

VTEX encourages You to offer a secure channel for the manifestation and communication of misconduct.

## Safety and Health

You must comply with all applicable safety and health laws and regulations. Preventive measures must be taken to avoid and prevent workplace hazards and accidents.

VTEX expects You to maintain a secure workplace in all its operations, regardless of where You do business.

## Honesty and Integrity

VTEX expects You to:

Have high standards of honesty, integrity, and accountability;

Display respectful behaviors towards employees;

Not engage in fraud, bribery, money laundering, or corruption;

Ensure that all human rights are respected. Therefore, no slavery alike, servitude, forced or compulsory human labor, abuse of power, human trafficking, or any other form of exploitation in your business.

## 3. Business Integrity

| Anti-corruption Guideline

| Fraud, Financial Integrity and Accounting Integrity

| Gifts and Hospitalities

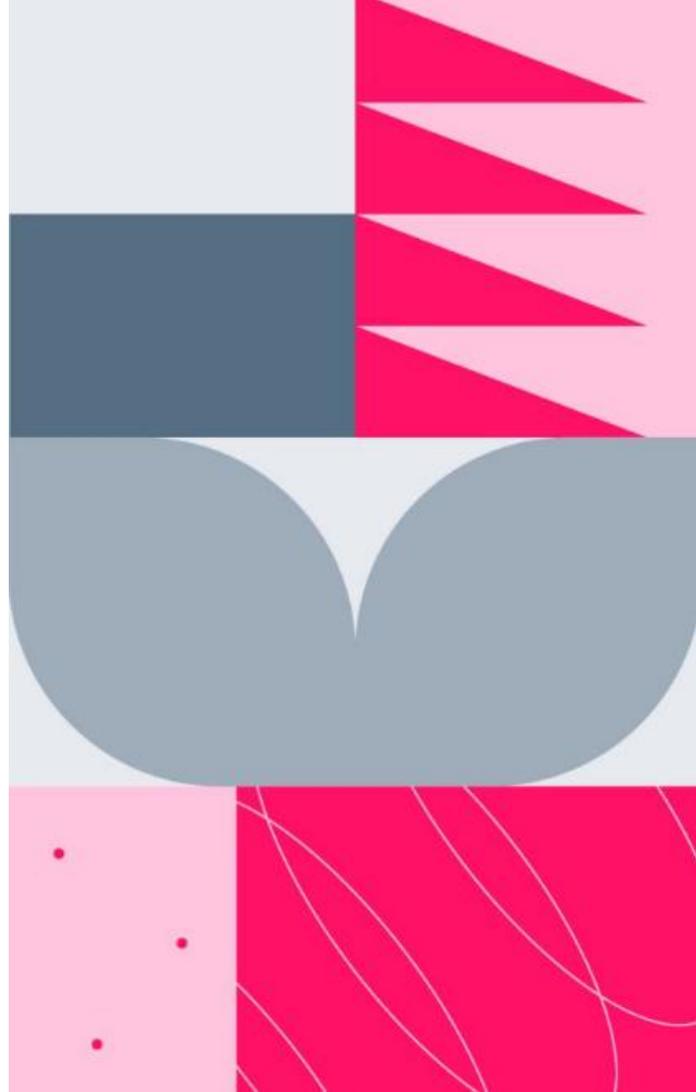
| Donations and Sponsorships

| Conflict of Interest



# Business Integrity

VTEX expects You to uphold the highest standards of ethics to promote honesty and integrity in all your operations.





# Anti-Corruption Guideline

VTEX does not tolerate any act of corruption in your business and operations and expects You to have the same commitment.

No matter where You conduct business, You must comply with anti-corruption laws. These include:

- The US Foreign Corrupt Practices Act (“FCPA”);
- The United Kingdom Bribery Act (“UKBA”);
- The Brazilian Anti-Corruption Law (Law n° 12.846/2013);
- Any other anti-corruption legislation that exists in the regions where You operate.

If You have any questions or suspect acts of corruption are occurring within our supply chain, please report it to our [Ethics Channel](#).

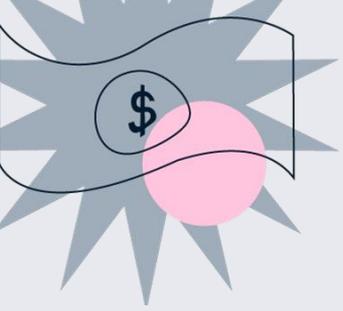
## Public Agents

### Who is considered a public agent?

A Public Agent is any person who provides services to the Government, whether federal, state, or municipal, regardless of being directly or indirectly related to the Executive, Judiciary, or Legislative powers.



All Third Parties are prohibited from promising, offering, delivering, giving, or receiving directly or indirectly any form of bribe or kickback, undue advantage, or anything of value to public officials or related third parties.



## Fraud, Financial Integrity

### and Accounting Integrity

Generally, fraud is practiced with the purpose of obtaining an undue advantage, often through omission of duties, use of false information and documents, manipulation of systems, breach of trust, etc.

Therefore, You should pay attention to your accountability.



VTEX does not allow Third Parties with whom it relates the registration of transactions that do not correspond to a real and exact financial contribution and recommends that You carry out internal control and fraud prevention activities.

### Attention Points:



In the relationship with the public administration, directly or indirectly, national or foreign, whether to obtain licenses and concessions, permits, and the like, or in the execution of contracts, bids, or competitions, VTEX does not tolerate the practice of offering or receiving undue advantages, bribes, kickbacks or similar scenarios;



You need to be aware and comply with the provisions of applicable legislation, the principles of public administration and the provisions in norms and public notices;



It is also not tolerated for You to act on behalf of VTEX to offer undue advantages, bribes, kickbacks or similar scenarios. Everyone must seek to mitigate this risk and act in compliance with all applicable law. It is noteworthy that the allegation of ignorance does not rule out legal punishments.

You can obtain more detailed information on the subject in VTEX [Anti-Corruption Policy](#).

# Gifts and Hospitality



Giving or receiving gifts and hospitality must be treated in the right way, as they may represent a form of undue advantage and may even characterize corruption. Therefore, You must be aware of the following:

- **Monetary limits:** You must not offer VTEX employees gifts valued at over USD 100 and hospitality over USD 125. Exceptions must be submitted to VTEX's Compliance Team for evaluation/approval. It's forbidden to accept or offer gifts of cash or equivalent (eg. gift card);
- **Intention:** You must only accept or offer gifts and hospitality as a courtesy, with no intention of exerting influence on business relationships. Also, You must not provide illegitimate or inappropriate courtesies to anyone to expedite processes, receive favors or influence strategic decisions;
- **Timing:** It is never appropriate to give or receive a gift or offer of entertainment with the intent to influence a business decision. You must not offer gifts or hospitalities to VTEX employees at any time during a Request for Proposal (RFPs) or another vendor-selection process.

# Donations and Sponsorship

Regarding Donations and Sponsorship, You must be aware that:

- Making any contributions or donations in exchange for improper favors or advantages or influencing public officials' decisions, directly or indirectly, even if the favored entity is a charity, is not tolerated;
- All requests for contributions or donations on behalf of VTEX or any company in the group will only be made in writing and will be necessarily approved by VTEX's Compliance Team, which will analyze the suitability of its administrators/representatives;
- After making the contribution, donation or sponsorship, it is recommended that You monitor the institution to ensure that the donated goods were destined for legitimate and previously informed purposes.

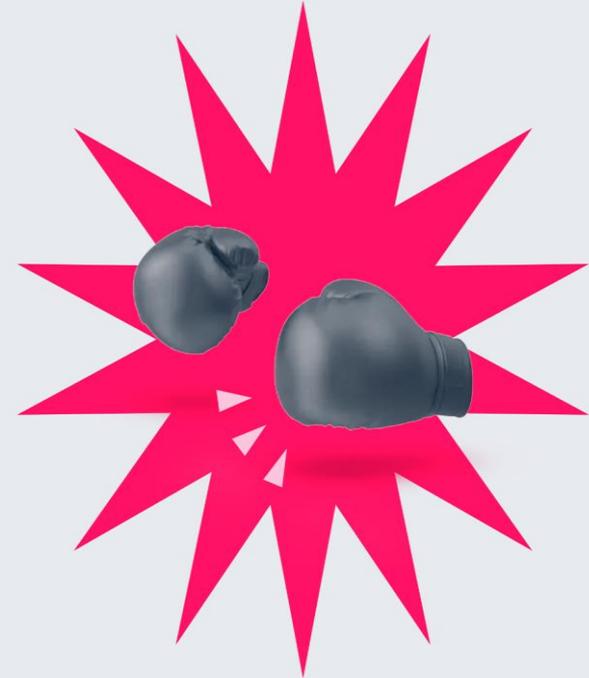


# Conflict of Interests

You must avoid any real or potential conflicts of interest. VTEX expects You to immediately disclose any real or potential conflicts of interest concerning your work with VTEX.

Types of Conflict of Interest (not limited to):

- **Suppliers, business partners and clients:** Contracting must always be carried out in a transparent manner. If You have any conflict of interest in relation to VTEX, You must immediately inform VTEX's Compliance Team and shall not participate in the hiring, payment or evaluation process;
- **Kinship and intimate relationships:** Close relationships between VTEX employees and Third Parties can pose a potential conflict of interest when occurring during moments of important decision-making, negotiations, etc. Also, immediately disclose to VTEX's Compliance Team any known family or other close personal relationships with our employees who have an influence over your engagements with us;
- **Relationships to avoid:** Avoid any relationship, business, financial or otherwise which may compromise the performance or activities related to works or services provided to VTEX.



Remember: If You have any questions or suspect any conflict of interest within our supply chain, please report it to our [Ethics Channel](#).

## 4. Third Party Relationship

| Relationship with Competitors

| Relationship with Other Players

| Protect VTEX Assets



# Third Party Relationship

VTEX works with the help of several other players, sharing knowledge that drives collaborative commerce.

# Relationship with Competitors

You must be committed to competing fairly and in compliance with applicable laws governing competition and antitrust laws, adopting business practices that strengthen collective trust and cultivate long-term viability.

Abuse of a dominant position as well as agreements or concerted practices with other companies which have the purpose or effect of restricting, preventing, or distorting competition by the applicable antitrust regulations, will not be tolerated by VTEX.

# Relationship with Other Players

You must pay close attention to the hiring of your Third Parties and subcontractors that will have a direct or indirect relationship with VTEX, especially in relation to corruption and unethical practices.

VTEX recommends You perform due diligence on your Third Parties and partners before closing any commercial agreement to prevent unnecessary risks.

Remember that any Third Party involved in any business or project with VTEX must be aware of and sign this Code of Ethics and Conduct for Third Parties. Also, Your eventual subcontractors must be aware of the provisions of this Code as well.





# Protect VTEX Assets

Protecting our assets is essential to our business, and VTEX always ensures its assets are used responsibly and appropriately. VTEX expects You to have the same commitment.

VTEX assets may include property, intellectual property, proprietary information (including our brand), data and confidential and secret information, and equipment.



# 5. Privacy Protection

| Information Security

| Data Protection and Privacy

| Confidential Information

# Privacy Protection

Data protection is crucial to preserving our business and ensuring our security.



# Information Security

You have the responsibility and duty to protect the privacy of personal information of VTEX.

Therefore, You must adopt the highest level of cybersecurity-related frameworks and standards, ensuring a safer approach to products and systems. Also, You must follow strict international standards.



# Data Protection and Privacy

You must be committed to protecting personal data stored in information systems by developing and implementing appropriate access and security measures.

Also, You must protect personal information in accordance with applicable laws and run dedicated compliance controls and implementation programs.

VTEX expects You to recognize the right to privacy and the protection of personal information as fundamental human rights.



# Confidential Information

VTEX expects You to adopt the best practices to safeguard confidential information.

You must:

- Properly use any VTEX's information;
- Comply with all terms of any Non-Disclosure Agreement (NDA) or contract executed between the Third Party and VTEX in addition to the terms of this Code of Ethics and Conduct;
- Not use confidential information for personal gain or improper use.

You must not, unless formally approved by VTEX:

- Disclose any VTEX's information;
- Make public statements or announcements about VTEX;
- Knowingly misrepresent or cause others to misrepresent facts about VTEX.



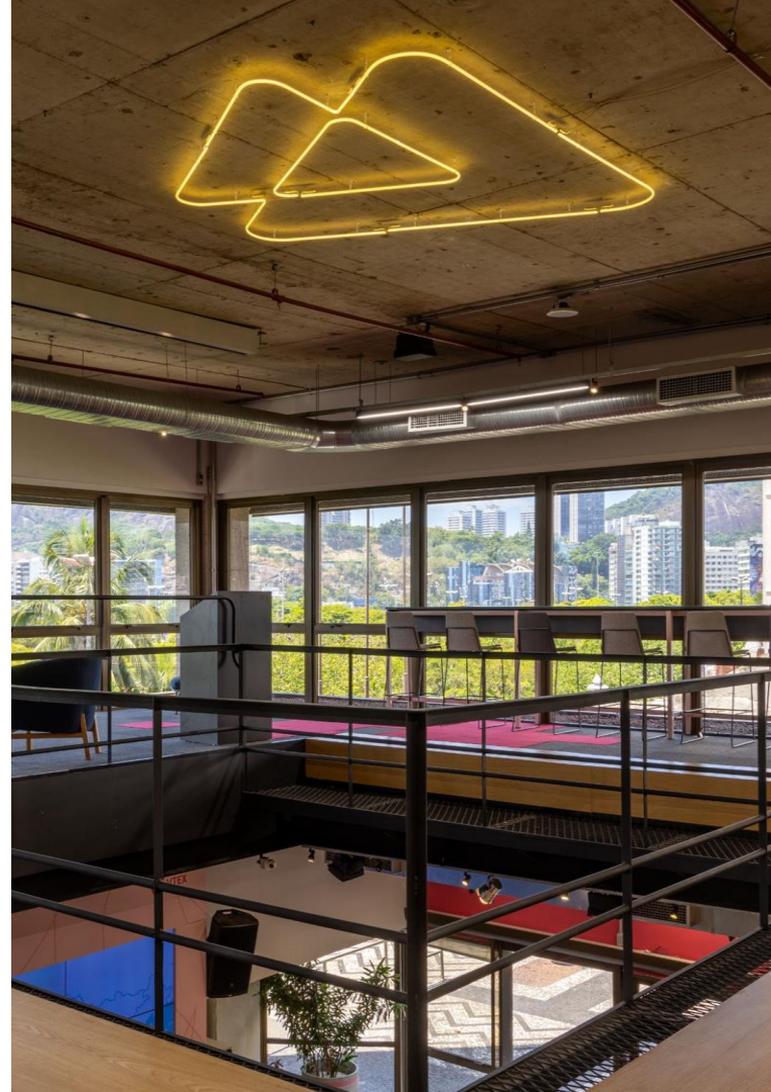
## 6. Corporate Citizenship

| Social Development

| Environmental Responsibility

# Corporate Citizenship

VTEX is committed to developing our communities, generating value and knowledge through technology, and expects You to share its commitment.





# Social

VTEX believes in the social impact of our actions and encourages the promotion of diversity.

VTEX encourages You to share the same commitment.

# Environmental

Our vision of sustainability is long-term, therefore, it is essential that our corporate strategy of today is guided by concrete actions aimed at a better future.

VTEX is committed to protecting and respecting the environment. At a minimum, we expect You to follow all applicable environmental laws, regulations, and standards.

# VTEX Ethics Channel

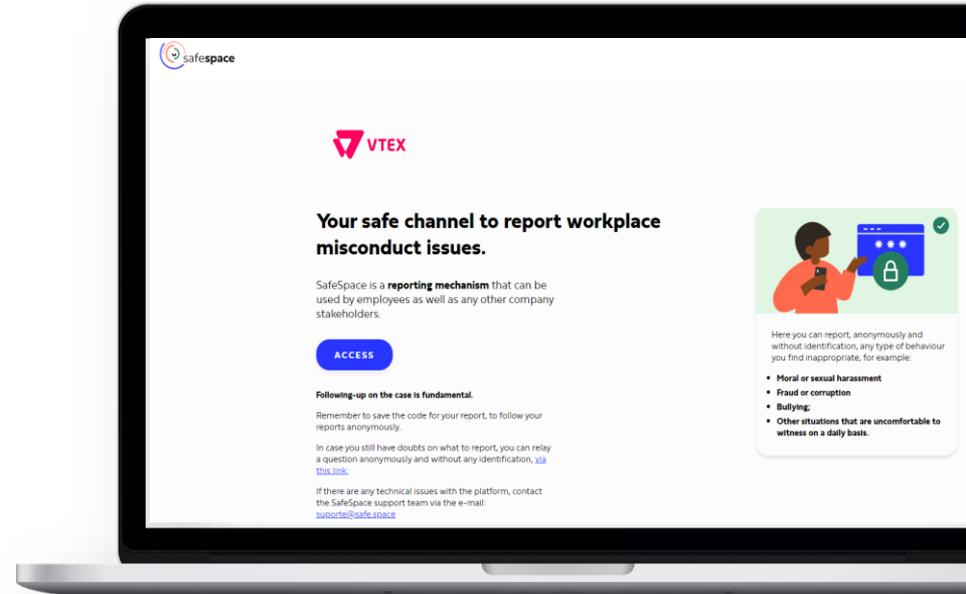
Any breaches of this Code are taken seriously.

VTEX expects You to immediately report any breaches of law, this Code, or any other type of violation.

For this, VTEX provides the Ethics Channel to everyone in our environment, which can be easily accessed by [clicking here](#).

The Ethics Channel allows You to open a report anonymously, if You desire so. Rest assured that your identity will not be known, and You will be protected from any form of retaliation.

Remember: VTEX does not tolerate any retaliation against anyone who reports a violation or raises concerns through the Ethics Channel.



# Term of Knowledge and Commitment

I, \_\_\_\_\_, representative of the company \_\_\_\_\_ ("Company"), declare that I am aware and committed to comply with the VTEX Code of Ethics and Conduct for Third Parties ("Code"), undertaking myself and the Company to:

- Maintain the confidentiality of any VTEX related information received, even after the termination of the contractual relationship;
- Comply with applicable anti-corruption laws and make the best efforts to disseminate the same conduct to our employees, suppliers, business partners, third-party employees and representatives; and
- Not offering, promising, paying, authorizing or receiving any improper payments, as well as performing fraud of any nature.

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

Name

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