PUBLIC

Licks
巴西利时律师事务所

合规指南

摘自利时律师事务所合规政策

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COMPLIANCE GUIDE

Excerpt extracted from the Licks Attorneys' Compliance Policy

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1 目标

Objectives

1.1. 本指南遵循*利时律师事务所*合规政策的原则与指引，旨在阐明*利时律师事务所*（以下简称“本所”）如何落实相关指引、要求及管控措施，以确保符合法律法规，并促进本所成员及其他内部及外部利益相关方的负责任行为。

1.2. 本所以合规政策制定了合规计划，用以指导本所开展负责任且符合伦理的业务活动，明确合规工作的主要指引与职责，并满足监管机构、监督机构、外部自律组织以及内部政策与程序的要求。

1.1. This guide follows the principles and guidelines of Licks Attorneys' Compliance Policy and generally discloses how Licks Attorneys (the Firm) implements guidelines, requirements, and controls to ensure compliance with laws and regulations and to promote responsible conduct by its members and other internal and external stakeholders.

1.2. Licks Attorneys' Compliance Policy establishes a compliance program to guide the Firm's responsible and ethical performance, define the main guidelines and responsibilities for Compliance activities, and meet the requirements of regulatory bodies, supervisors, external self-regulatory agents, as well as internal policies and procedures.

2 范围与机构运作基本准则

Scope and Institutional Principles

2.1. 本指南适用于本所的所有成员，以及任何直接或间接参与由本所业务范围内法律、标准、法规、公约、合同、政策、流程或程序所确立规则管辖下的活动的第三方及内部或外部利益相关方。

2.2. 《合规政策》阐述了本所批准的机构原则，这些原则通过本指南予以公布并传达至相关外部方。该政策包含以下各项：

2.2.1. 合规与合规管理体系目标；
2.2.2. 从合规部门直接向董事会（治理机构）提交申请；
2.2.3. 合规功能的独立性；
2.2.4. 合规职能的适当授权与权限；
2.2.5. 角色、职责与权限；
2.2.6. 合规计划；
2.2.7. 后果管理；
2.2.8. 矛盾情形与例外情况。

2.1. This guide applies to all members of Licks Attorneys, as well as any third party and internal or external stakeholder who participate, directly or indirectly, in activities governed by rules established in laws, standards, regulations, conventions, contracts, policies, processes, or procedures within the context of the Licks Attorneys' business.

2.2. The Compliance Policy presents the institutional principles approved by Licks Attorneys, which are published and communicated to relevant external parties through this guide. It consists of the following items: It consists of the following items:

2.2.1. Compliance and Compliance Management System Objectives;
2.2.2. Direct Access from Compliance to the Board of Directors (Governing Body);
2.2.3. Independence of the Compliance Function;
2.2.4. Appropriate Authority and Competence for the Compliance Function;
2.2.5. Roles, Responsibilities, and Authorities;
2.2.6. The Compliance Program;
2.2.7. Consequences Management;
2.2.8. Controversial Situations and Exceptions.

3 合规与合规管理体系目标

Compliance and Compliance Management System Objectives

3.1. 根据《合规政策》的规定，合规工作及合规管理体系（CMS）会通过定期会议进行定期评审、监控与跟踪。.

3.1. As set forth in the Compliance Policy, the objectives of Compliance and the Compliance Management System (CMS) are regularly reviewed, monitored, and followed up in periodic meetings.

4 合规部门直接向董事会（治理机构）汇报

Direct Access from Compliance to the Board of Directors (Governing Body)

4.1. 合规事务由本所的成员Alexandre Dalmasso负责，其为合伙人并兼任合规官（CO）。该合规官直接向管理合伙人，律所最高代表汇报。

4.1. Compliance activities are carried out by a member of Licks Attorneys, Alexandre Dalmasso, who is a Partner acting as the Compliance Officer (CO). The CO reports directly to the Managing Partner, the highest representative of the Firm.

5 合规职能的独立性

Independence of the Compliance Function

5.1. 本所律师事务所是一家致力于在所有业务活动中恪守最高道德与诚信标准的律师事务所，视预防及打击腐败及其他危害行政管理行为为至关重要之事。

5.2. 在此背景下，合规政策（即本指南所载内容）已正式制定，并须适用于本所在办公场所内外开展的所有业务活动。该政策旨在指导律所管理人员、成员（无论其职位高低）以及受聘的第三方，均应秉持诚信原则，以符合道德规范的方式开展业务。

5.3. 合规官（CO）独立履行职责，行使董事会根据《合规政策》授予的职权。

5.4. 通过报告渠道（警报线）生成的记录由CO及人力资源（HR）经理直接处理，且须严格保密。上述流程均独立开展并保持机密性，旨在保护提交报告或提出关切的个人，并确保对事实进行调查时能够保持公正、清晰与透明。

5.1. Licks Attorneys is a law firm committed to the highest standards of ethics and integrity in all its activities and considers the prevention of and fight against corruption and other acts harmful to administration essential.

5.2. In this context, the Compliance Policy (as represented in this Guide) is established and must be applied to Licks Attorneys in all activities carried out inside and outside its offices. It guides the Firm's administrators and members, regardless of hierarchy, as well as contracted third parties, to conduct business ethically and with absolute integrity.

5.3. The Compliance Officer (CO) acts independently, exercising their duties with the authority granted by the Board of Directors, as established in the Compliance Policy;

5.4. Records made in the reporting channels (*Alert Line*) are handled directly and confidentially by the CO and the Human Resources (HR) manager. These processes are carried out independently and confidentially to protect the individual making the report or raising the concern, and to ensure impartiality, clarity, and transparency in the investigation of facts.

6 合规职能的适当授权与权限

Appropriate Authority and Competence for the Compliance Function

6.1. 合规职能的相应授权与权限已在《合规政策》及《合规管理体系手册》中予以明确。

6.2. CO由本所事务所的管理合伙人，即该事务所最高代表，正式任命。

6.3. 《合规政策》已获管理合伙人（作为董事会代表，即治理机构）批准，以确保该政策的各项条款能够以透明、客观且独立的方式得到执行。

6.4. 本所已根据ISO　37301:2021标准，将合规管理体系（CMS）作为其业务战略的组成部分予以建立。

6.5. 合规活动须根据上述标准接受独立年度审计。

6.1. The appropriate authority and competence for the Compliance function are set out in the Compliance Policy and in the Compliance Management System Manual.

6.2. The CO was formally appointed by the Managing Partner of Licks Attorneys, the highest representative of the Firm.

6.3. The Compliance Policy has been approved by the Managing Partner, as the representative of the Board of Directors, acting as the Governing Body, to ensure its provisions are followed in a transparent, objective, and independent manner.

6.4. Licks Attorneys has established a Compliance Management System (CMS), in accordance with ISO 37301:2021, as part of its business strategy.

6.5. Compliance activities are subject to independent annual audits, in accordance with said standard.

7 角色、职责与权限

Roles, Responsibilities, and Authorities

7.1. 董事会作为最高管理机构，其高管层能够对成员及其他利益相关方的行为产生影响并予以激励；其自身行为堪称本所开展各项活动的典范。董事会深谙，其支持对于实施完善的合规计划至关重要。

7.2. 本所的董事会及高级管理层由管理合伙人代表，该管理合伙人主要负责合规事务，包括批准本所的合规计划及旨在规范律所运营指南的政策，同时亦负责CMS事宜。

7.3. 合规性（由CO代表）旨在确保公司价值观、流程及管理活动均符合适用法律法规，以规避损失并提升本所在市场中的形象。

7.4. CO负责合规活动及CMS工作：根据《合规政策》的指定，CO享有经董事会和高级管理层保障的直接获取以下内容的权利：领导层、成员、服务提供商、其他利益相关方、书面文件信息以及开展合规活动所必需的其他数据。

7.5. CO的主要职责包括管理内部合规事务、领导并监督CMS，具体规定详见《合规政策》及《合规管理体系手册》。

7.6. 其他所有成员、第三方及服务提供商均负有以下责任：遵守本所的程序、流程、政策及合规义务；通过"报告渠道（警报线）"上报任何关切事项、问题或合规违规情况；并参加规定的培训。

7.1. The Board of Directors, as the Governing Body, and Senior Management influence and inspire the conduct of members and other stakeholders. Their example is fundamental as a model for Licks Attorneys in conducting its activities. They recognize that their support is essential for implementing a robust Compliance program.

7.2. The Board of Directors and Senior Management of Licks Attorneys are represented by the Managing Partner, who is primarily responsible for Compliance matters, including approving the Licks Attorneys Compliance Program and policies that formalize the Firm's operating guidelines, as well as being responsible for the CMS.

7.3. Compliance, as represented by the CO, ensures the integration of the Firm's values, processes, and management in accordance with applicable laws to avoid losses and enhance the image of Licks Attorneys in the market.

7.4. The CO is responsible for Compliance activities and the CMS: as designated by the Compliance Policy, the CO has the right, guaranteed by the Board of Directors and Senior Management, to have direct access to Leadership, members, service providers, other interested parties, documented information, and other data necessary for Compliance activities.

7.5. The CO's main responsibilities involve managing internal Compliance, leading and supervising the CMS, as described in detail in the Compliance Policy and the Compliance Management System Manual.

7.6. It is the responsibility of all other members, third parties, and service providers: Comply with the procedures, processes, policies, and Compliance obligations of Licks Attorneys; Report concerns, issues, and compliance failures through the Reporting Channel (*Alert Line*); and participate in required training.

8 合规计划

Compliance Program

8.1. 本所合规计划涵盖了旨在预防、发现并处理针对本律所的不当行为及有害行为的各项流程、控制措施与程序。该计划涵盖涉及欺诈、腐败、洗钱、贸易制裁、利益冲突以及违反反垄断法等行为。

8.2. CO负责合规计划，并推动合规文化的整合与维护。

8.3. 合规计划基于《合规政策》、本所《职业道德与职业行为准则》、《反骚扰、反腐败、禁止报复及隐私保护政策》、《合规管理体系手册》以及ISO 37301:2021标准的各项原则与指南。这些基础要素旨在持续强化本所所有业务活动中的道德行为、诚信与透明度。

8.1. Licks Attorneys' Compliance Program comprises the processes, controls, and procedures designed to prevent, detect, and address misconduct and harmful acts committed against the Firm. This includes acts related to fraud, corruption, money laundering, trade sanctions, conflicts of interest, and violations of antitrust laws.

8.2. The CO is responsible for the Compliance Program and facilitates the consolidation and maintenance of a Compliance culture.

8.3. The Compliance Program is based on the principles and guidelines established in the Compliance Policy, the Firm’s Code of Ethics and Professional Conduct, the Anti-Harassment, Anti-Corruption, Non-Retaliation, and Privacy Policies, the Compliance Management System Manual, and the requirements of the ISO 37301:2021 standard. These foundational elements aim to continuously reinforce ethical conduct, integrity, and transparency in all of the Firm's business activities.

9 后果管理

Consequences Management

9.1. 若未能遵守本指南中所载的《合规政策》指引，将依据《纪律处分政策》采取相应的纪律处分措施；上述措施将根据违规行为的严重程度按比例实施，并适用于本文件“范围”第2项所列的所有相关方。

9.1. Failure to comply with the Compliance Policy guidelines presented in this Guide will result in appropriate disciplinary measures, as set out in the Disciplinary Measures Policy. The measures will be applied proportionally to the non-compliance severity and are applicable to all interested parties listed in item 2. “Scope” of this document.

10 争议性情形与例外情况

Controversial Situations and Exceptions

10.1. 若本所成员或任何代表其行事的第三方对本指南中所述合规政策指引相关的决定存有疑问，应咨询CO， Alexandre Dalmasso以获取指导。

10.2. 如遇任何可能构成本指南内容例外的情形，应咨询CO。

10.1. If members of Licks Attorneys or any third party acting on their behalf are uncertain about a decision related to the Compliance Policy guidelines presented in this Guide, they should consult the CO, Alexandre Dalmasso, for guidance.

10.2. The CO should be consulted on any situation that may constitute an exception to the content of this guide.

利时律师事务所
Av. Oscar Niemeyer, 2000
Aqwa Corporate – 9th Floor
巴西里约热内卢
20220-297
电话：+ 55 21 3550-3700
Fax: + 55 21 3550-3777
alexandre.dalmasso@lickslegal.com
licksattorneys.cn

Licks Attorneys
Av. Oscar Niemeyer, 2000
Aqwa Corporate – 9th Floor
Rio de Janeiro – RJ
20220-297
Phone: + 55 21 3550-3700
Fax: + 55 21 3550-3777
alexandre.dalmasso@lickslegal.com
www.lickslegal.com