
CHARTER OF THE ETHICS COMMITTEE

UNICASA INDÚSTRIA DE MÓVEIS S.A.

Approved at the Board of
Directors Meeting held on
December 13, 2021.

CONTENTS

1. INTRODUCTION	3
2. PRINCIPLES	3
3. PURPOSE	3
4. COMPOSITION	4
5. DUTIES AND RESPONSIBILITIES	5
6. FUNCTIONING AND ORGANIZATION	5
7. MINUTES OF THE MEETING	6
8. DUTIES OF ETHICS COMMITTEE MEMBERS	6
9. INVESTIGATIONS	7
10. GENERAL PROVISIONS	7

CHARTER OF THE ETHICS COMMITTEE

1. INTRODUCTION

1.1 This Charter was prepared by Unicasa Indústria de Móveis S.A. (“Company”) to regulate the principles, objectives, composition, duties, responsibilities, functioning and organization of the Ethics Committee of the Company, which will comply with this document, as well as applicable rules issued by CVM and corporate governance good practices established in the Brazilian Code of Corporate Governance – Publicly Held Companies, prepared by the Interagents Work Group coordinated by the Brazilian Institute of Corporate Governance (IBGC).

2. PRINCIPLES

2.1 The Ethics Committee must act strictly in compliance with the mission, vision and values of the Company, and conduct its work always in accordance with the Code of Conduct of the Company.

2.2 The Ethics Committee will encourage the respect, conduct in line with the Company’s internal rules, as well as compliance with laws and ethical standards of society.

3. PURPOSE

3.1 The Ethics Committee will establish the minimum criteria of good practices to be complied with by employees, subsidiaries, business and commercial partners of the Company – clients, suppliers, partners in consortia and other related parties, to ensure compliance with the guidelines established in the Code of Conduct and its complementary policies, ensuring an ethical business environment and preservation of the Company’s reputational asset.

3.2 As such, the Ethics Committee is a permanent non-statutory, collective decision-making body with technical and advisory functions, with the following responsibilities:

- I. Propose actions related to dissemination, training, review, update and compliance with the Code of Conduct of Unicasa, ensuring its effectiveness and striving for a culture of ethics across all businesses of Unicasa;
- II. Support the Board of Executive Officers with regard to Unicasa’s constant commitment to operate with transparency, ethics and in compliance with local and international good governance practices, laws, rules and regulations, as well as the policies of Unicasa;
- III. Ensure that the Board of Executive Officers and advisory bodies are aware of issues that could significantly affect the Company’s image, directly compromising its reputation and credibility in the market and among its stakeholders;
- IV. Monitor and evaluate violations of the Code of Conduct received through the Hotline and monitor the execution of the actions determined, besides ensuring the uniformity of criteria used in resolving similar cases;
- V. Ensure that infractions and violations receive applicable disciplinary measures, regardless of hierarchical level, without prejudice to applicable legal penalties;

4. COMPOSITION

4.1 The Ethics Committee of Unicasa will have five (5) members.

4.2 The Committee will be coordinated by the Human Resources Coordinator and have five members, with a term of office of two years, and reelection permitted. At the first meeting of the Committee and after the end of the term of office, the remaining members will be elected, approved by the Board of Executive Officers.

4.3 Members of the Ethics Committee must exercise their functions and meet the requirements of moral integrity and unblemished reputation, have in-depth knowledge of the guidelines specified in the Code of Conduct of the Company, and possess complementary skills and experience related to the business aspects and ethical guidelines required to be part of this collective decision-making body.

4.4 The Ethics Committee is independent from other internal areas and will report directly to the Chief Executive Officer and/or the Chairman of the Board of Directors, as applicable. All resolutions of the Committee will be taken by consensus among its members, without prejudice to the right of any member to record their opinion in the minutes or in a separate document, basing their actions on corporate governance good practices and the guidelines established in the Code of Conduct of Unicasa.

4.5 Members of the Ethics Committee will take office after signing the respective Instruments of Investiture:

- I. Accepting their nomination;
- II. Declaring:
 - a. That they received a copy of this Charter and Code of Conduct of Unicasa; b.
 - Signing the Confidentiality and Secrecy Agreement.

4.6 In case of vacancy in the Committee, the replacement will be selected by the Board of Executive Officers.

4.7 Appointments or replacement of members during the term of office will be formalized in the minutes.

4.8 Replacements may occur during the term of office in the following cases:

- Noncompliance with guidelines in this Charter;
- Behavior incompatible with the duties of the position;
- Recurrent and unjustifiable absenteeism;
- Resignation of member;
- Termination and/or suspension of employment agreement.

5. DUTIES AND RESPONSIBILITIES

5.1 Following are the responsibilities of the Committee:

- I. Manage and ensure compliance with the Code of Conduct of Unicasa and other related internal policies.
- II. Advise in case of doubts and/or conflicts of interpretation of provisions of the Code of Conduct and internal policies related to guidelines, standards of ethical conduct and integrity.
- III. Support and approve the plan for disclosure, raising awareness and dissemination of the Code of Conduct and related internal policies, and monitor their implementation and compliance.
- IV. Regarding the Hotline:
 - a. Evaluate the effectiveness and integrity of the Hotline with the Company.
 - b. Ensure the existence, management and maintenance of the Hotline as a permanent communication channel.
 - d. Monitor the processing of complaints, in the form and frequency defined by its Charter, complying with the SLAs established, if applicable.
 - e. Maintain communication with the whistleblower through the system, in case of anonymity, for additional questions and records of follow-up replies and conclusion of the report.
- V. Evaluate and resolve on disciplinary measures for cases of misconduct.
- VI. In case of serious infractions and violations, recommend preventive and corrective action plans, regardless of hierarchical level, requesting support from the Board of Executive Officers and/or Board of Directors, as applicable.
- VII. Conduct and/or authorize investigations (internal or external) on any subject within its scope of authority.
- VIII. Create procedures to govern its functioning.
- IX. Report statistics on complaints to the Board of Executive Officers.
- X. Alert the Board of Executive Officers and Board of Directors about the imminent materialization of risks, providing its opinion and suggesting measures.
- XI. The Committee must inform the resolutions taken at the meetings, the recommendations and deadlines established, whenever applicable, for pertinent bodies and professionals, and monitor the execution of action plans.

6. FUNCTIONING AND ORGANIZATION

6.1 The Ethics Committee will meet whenever called by the Coordinator or whenever necessary.

6.2 Ethics Committee meetings will be held with the presence of at least three (3) members. In addition, the Committee Coordinator may invite to the meetings other internal employees and/or independent members and specialists who possess relevant information or whose field of work is related to the matters on the agenda. Note that guests cannot provide opinion on the committee's decisions.

7. MINUTES OF MEETINGS

7.1 All resolutions will be recorded in the minutes of the meeting, specifying the topics addressed, decisions made, actions to be taken, deadlines and persons responsible. The document will be submitted to the participants and electronically signed by everyone.

7.2 Resolutions of the Committee will always be confidential.

7.3 The minutes will be filed electronically after being signed by all the members attending the meeting, together with the documents (presentations, reports, letters, memoranda) used as support material in the meeting.

8. DUTIES OF ETHICS COMMITTEE MEMBERS

- I. Ethics Committee members will be bound by the Code of Conduct of Unicasa and the laws related to the duties and responsibilities of each member.
- II. Participate in Ethics Committee meetings.
- III. Examine, during Committee meetings, the matters attributed thereto, as well as documents pertinent to the performance of their functions, providing opinion on them.
- IV. Impartially examine the incidents submitted to them for deliberation.
- V. Maintain the confidentiality of investigations, refraining from disclosing documents or information to any employees and/or third parties involved in them.
- VI. Keep confidential any material, insider or strategic information obtained by virtue of their position, and ensure that employees and/or third parties do not have access to them, being prohibited from using such information to obtain, for themselves or others, any type of advantage.
- VII. Participate in discussions and resolutions.
- VIII. Promptly declare actual or potential conflicts of interest to other members of the Ethics Committee. In this case, the member cannot participate in discussions and/or meetings and investigations about the case in question.
- IX. Comply with and ensure the compliance with the Charter of this Committee.
- X. Exercise their functions respecting the duties of loyalty and diligence.

Duties and Responsibilities of the Committee Coordinator:

- I. Call and preside over Committee meetings;
- II. Evaluate and define the matters to be discussed at the meetings;
- III. Authorize the discussion of matters not on the meeting agenda;
- IV. Invite other internal employees and/or independent members and specialists to participate in Committee meetings;
- V. Prepare the reports to be submitted to the Board of Executive Officers/Board of Directors;
- VI. Draft and maintain the minutes of Committee meetings.
- VII. In the absence or impediment of the Committee coordinator, any other Committee member, appointed by the majority of the members, will exercise these functions.

9. INVESTIGATIONS

- I. The Committee will coordinate the investigations of irregularities and ethical misconduct, assigning responsibilities for investigating suspicions or serious complaints, whenever necessary.
- II. The Committee will propose procedures that ensure the immediate interruption of irregularities or infractions detected and the prompt remediation of damages caused.
- III. Investigations may be conducted by Company professionals or external specialists, provided they are duly trained and have adequate experience to conduct them.

10. GENERAL PROVISIONS

10.1 The Ethics Committee has a budget, to be submitted to the Board of Executive Officers, for investigations or consulting external professionals.

10.2 Omissions, doubts about interpretation of this Charter and any changes in its provisions must be discussed by the members and submitted to the Board of Executive Officers for approval.

10.3 This Charter will take effect on the date the first Ethics Committee is set up, which will occur on or before the first Shareholders Meeting that approves the Financial Statements of fiscal year 2021.