# CODE OF PROFESSIONAL CONDUCT

Ethics, Integrity and Excellence in the Practice of Law

Maputo, April 2024

## PREAMBLE

Chivale & Thovela Advogados is a Mozambican law firm committed to technical excellence, ethical integrity and responsible service to its clients, the legal community and society at large. This Code of Professional Conduct is the fundamental instrument through which the Firm affirms the values that guide the conduct of all its professionals.

The principles set out herein derive from the deontological rules of the Mozambican Bar Association, from international best practices in the legal profession, and from the high standards that the Firm imposes upon itself by conviction and not merely by legal obligation.

Compliance with this Code is an essential condition of any lawyer, trainee, consultant or collaborator's relationship with Chivale & Thovela Advogados.

## I. SCOPE OF APPLICATION

1.1. This Code applies to all partner lawyers, associate lawyers, trainee lawyers, paralegals, external consultants and other collaborators of Chivale & Thovela Advogados, regardless of the type of contractual relationship or nature of the engagement.

1.2. The rules set out herein apply to the exercise of functions in Mozambican territory and, to the extent applicable, to any conduct abroad in representation of or on behalf of the Firm.

1.3. This Code does not replace, but complements, the deontological and statutory rules of the Mozambican Bar Association and other legislation applicable to the practice of law.

## II. CORE VALUES OF THE FIRM

Chivale & Thovela Advogados is guided by the following non-negotiable values:

### Integrity

The conduct of every member of the Firm must be honest, transparent and consistent, under all circumstances and without concessions to external pressures or partisan interests. Integrity admits no situational exceptions.

### Technical Excellence

The Firm is committed to delivering legal services of the highest technical rigour, with continuous knowledge development and the attention to detail that the complexity of its practice areas demands, particularly in the fields of natural resources, mining and hydrocarbons.

**Professional Independence**

The Firm's lawyers act with independence of judgement, without subordination to political, economic or personal interests that might compromise the quality of the advice provided or the defence of the client's rights.

**Confidentiality**

Professional secrecy is an irrevocable duty. All information obtained in the course of a mandate is strictly confidential, and the Firm must ensure that adequate technical and organisational safeguards are in place for its protection.

**Social Responsibility**

The Firm recognises the role of the legal profession in the development of the rule of law in Mozambique and assumes commitments of social responsibility, legal education and access to justice, contributing to the quality of the national legal system.

## III. PERSONAL AND PROFESSIONAL CONDUCT

3.1. All members of the Firm must conduct themselves, both within and outside the exercise of their functions, to standards of probity that do not compromise the reputation of Chivale & Thovela Advogados.

3.2. The following are expressly prohibited:

a) Making public statements, oral or written, that could be understood as representing the position of the Firm without prior authorisation from the partners;

b) Using the name, visual identity or resources of the Firm for unauthorised personal purposes;

c) Engaging in activities that compete with the Firm without the express consent of the partners;

d) Receiving, directly or indirectly, any benefit in exchange for acts performed in the course of functions at the Firm;

e) Disclosing confidential information of clients or the Firm, during or after the termination of the relationship.

3.3. Representation of the Firm at public, academic, business or media events requires conduct consistent with the seriousness and prestige of the institution.

## IV. CLIENT RELATIONS

4.1. The relationship with the client is built on trust, diligence and loyalty. The lawyer must always act in the best interest of the client, within the limits of the law and professional ethics.

4.2. The lawyer must inform the client, clearly and in a timely manner, of the status of the mandate, the relevant legal risks and the available options, refraining from making outcome predictions that cannot be substantiated.

4.3. Fees must be agreed in advance, transparently, and must reflect the complexity of the matter, the experience of the professional and the time devoted. Misleading or unjustified billing practices are not permitted.

4.4. Conflicts of interest must be identified from the initial consultation. In the event of an actual or potential conflict, the lawyer must refrain from accepting the mandate or, if already commenced, must immediately communicate with the client and the partners, adopting appropriate measures.

4.5. Professional secrecy prevails even after the termination of the mandate and does not cease upon the lawyer's departure from the Firm.

## V. RELATIONS WITH COURTS, AUTHORITIES AND THIRD PARTIES

5.1. Conduct before courts and other State bodies must be guided by institutional respect, the truthfulness of submissions and cooperation with the proper administration of justice.

5.2. A lawyer is prohibited from presenting facts known to be false, misleading witnesses or advocating positions known to be contrary to the material truth.

5.3. Relations with lawyers acting for opposing parties must be conducted with courtesy, procedural fairness and respect for shared professional ethics, without prejudice to the vigorous defence of the client's interests.

5.4. Communications with public administration, regulators and other authorities must be honest, complete and free from any attempt at illegitimate influence.

## VI. PREVENTION OF CORRUPTION AND MONEY LAUNDERING

6.1. The Firm adopts a zero-tolerance policy with respect to acts of active or passive corruption, bribery, influence peddling or any form of obtaining undue advantages.

6.2. Lawyers and collaborators are required to comply with the rules on prevention and combating of money laundering and terrorist financing, in particular those established in Law No. 14/2023 of 28 August and its Regulation approved by Decree No. 53/2023 of 31 August, and other applicable complementary legislation in Mozambique.

6.3. Every member of the Firm has a duty to report internally, without delay, any situation giving rise to substantiated suspicions of unlawful activity, without prejudice to legal reporting obligations to the competent authorities.

6.4. The Firm refrains from accepting mandates whose subject matter or circumstances indicate manifest unlawfulness, even if dressed in apparently legitimate legal form.

## VII. DATA PROTECTION AND INFORMATION SECURITY

7.1. Personal data of clients, collaborators and third parties collected in the course of the Firm's activities is processed in strict compliance with Mozambican personal data protection legislation and applicable internal policies.

7.2. Access to confidential information is limited to professionals who have a genuine need to know it for the performance of their functions, and any internal sharing must be carried out in a controlled and documented manner.

7.3. Storing client information on unauthorised personal devices, transmitting confidential documents through unsecured channels, and using the Firm's IT systems for purposes unrelated to functions are all prohibited.

7.4. In the event of a cybersecurity incident or data breach, the collaborator must immediately notify the responsible partners and cooperate in containment and reporting measures.

## VIII. WORK ENVIRONMENT AND INTERNAL RELATIONS

8.1. Chivale & Thovela Advogados promotes a work environment of mutual respect, professional collaboration and personal development, free from any form of discrimination, moral or sexual harassment.

8.2. Professional disagreements must be addressed with maturity, objectivity and a constructive spirit, always using appropriate internal channels.

8.3. The Firm encourages the continuous professional development of its members and recognises individual contributions to the collective advancement of specialised legal knowledge.

8.4. Respect for the internal hierarchy does not preclude the expression of reasoned disagreement, which must be expressed through appropriate means and with due courtesy.

## IX. INSTITUTIONAL COMMUNICATION AND IMAGE

9.1. External communications of the Firm, including statements to the media, academic publications, panel participations and public interventions, must be previously coordinated with the partners and reflect the values and institutional positioning of Chivale & Thovela Advogados.

9.2. The use of social media and digital channels must be judicious. Publicly commenting on client matters, ongoing proceedings or the Firm's legal positions without express authorisation is prohibited.

9.3. The Firm reserves the right to discipline any improper use of its institutional identity in digital or physical media that may harm its reputation.

## X. WHISTLEBLOWING AND ACCOUNTABILITY

10.1. Any member of the Firm who becomes aware of a breach of this Code must report it to the partners as soon as possible, in a documented and confidential manner.

10.2. The Firm ensures that a good-faith whistleblower will not be subject to any form of retaliation or adverse treatment as a result of the report made.

10.3. Breaches of this Code will be assessed by the partners and may result, depending on the severity, in:

a) Formal warning;

b) Suspension of functions;

c) Termination of the relationship with the Firm;

d) Referral to the competent authorities or to the Mozambican Bar Association, in cases required by law.

10.4. The assessment of conduct potentially in breach of this Code shall observe the principles of the right to be heard, proportionality and fair treatment.

## XI. CLIENT IDENTIFICATION AND CONFLICT VERIFICATION (KYC AND CONFLICT CHECK)

### A. Client Identification and Verification (KYC)

11.1. Prior to the acceptance of any mandate, the Firm shall mandatorily carry out the identification and verification of the client's identity, in compliance with the legal obligations on the prevention of money laundering and terrorist financing established in Law No. 14/2023 of 28 August and Decree No. 53/2023 of 31 August approving its Regulation, and other applicable complementary legislation.

11.2. The KYC procedure includes, at a minimum, the following elements:

a) For natural persons: full identification by valid official document, proof of address, information on professional activity and source of income and, where relevant, a declaration of beneficial ownership;

b) For legal persons: identification of shareholders or members holding a participation equal to or greater than 25%, legal representatives and beneficial owners, updated commercial registry certificate, articles of association and proof of registered office;

c) For foreign entities: equivalent documentation duly apostilled or legalised, as the case may be, and identification of the jurisdiction of incorporation.

11.3. The lawyer responsible for the mandate is the primary guarantor of the proper completion of the KYC procedure. No substantive work may commence without the satisfactory completion of this procedure, save for express and reasoned authorisation by the partners in proven urgent situations.

11.4. In the case of high-risk clients — including politically exposed persons (PEPs), entities based in high-risk jurisdictions or transactions of significant value — enhanced due diligence applies, with mandatory prior approval by a partner before opening the file.

11.5. KYC documents are retained in a secure archive, physical or digital, for a minimum period of ten years after the closure of the mandate, in accordance with applicable legislation.

11.6. KYC must be updated whenever new relevant facts arise during the course of the mandate, including changes in the shareholding structure, change of beneficial owner or transactions outside the risk profile initially identified.

**B. Prior Conflict of Interest Verification (Conflict Check)**

11.7. Prior to the acceptance of any new mandate, the lawyer receiving the initial instruction must mandatorily carry out a rigorous conflict check in the Firm's internal matter management system, verifying the existence of past or current relationships with the counterparty, related parties or the subject matter in question.

11.8. The conflict check must cover:

a) Current and former clients of the Firm;

b) Counterparties in previous proceedings and transactions;

c) Parties related to the new client, including group companies, shareholders, directors and beneficial owners;

d) Personal or proprietary interests of the Firm's partners and lawyers that may interfere with independence of action.

11.9. The result of the conflict check must be documented before acceptance of the mandate, with the record available for internal consultation. Where the procedure is conducted by an associate or trainee lawyer, the result must be validated by a partner.

11.10. Where a conflict is identified, the lawyer must:

a) Immediately notify the Firm's partners of the nature and extent of the identified conflict;

b) Refrain from proceeding with the mandate until a decision is made by the partners;

c) If the mandate has already commenced, implement information barrier measures (Chinese Wall) or, if insufficient, withdraw from the matter, notifying the client with adequate notice and without causing unnecessary prejudice.

11.11. Consented conflicts of interest are not permissible where the nature of the matters or the position of the parties renders it impossible to provide genuinely independent advice to both simultaneously.

11.12. Lawyers who cease their relationship with the Firm remain subject to the applicable conflict restrictions for the period and on the terms agreed with the partners, with particular attention to the protection of confidential information of previously served clients.

## XII. FINAL PROVISIONS

12.1. This Code enters into force on the date of its approval by the partners of Chivale & Thovela Advogados and shall be reviewed periodically, at least every two years, or whenever relevant circumstances so require.

12.2. Each member of the Firm, at the commencement of their relationship with Chivale & Thovela Advogados or upon approval of this Code, must sign a declaration of acknowledgement and commitment to compliance.

12.3. Matters not expressly provided for in this Code shall be resolved by reference to the general principles of professional ethics, the deontology of the Mozambican Bar Association and the sound judgement of the partners.

---

**Approved by the Partners of Chivale & Thovela Advogados**

Maputo, April 2024

________________________________ ______________ _________________

**Alexandre Chivale**
Founding Partner

**Shipeni Thovela**
Founding Partner