

Title:


CODE OF CONDUCT AND BUSINESS ETHICS

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1. Objective

The objective of the Code of Conduct and Ethics is to guide the activity by all of those representing EBSE serving as an individual and collective reference for the attitudes taken and the decisions made by everyone.

2 Definitions

Company - EBSE Engenharia de Soluções S/A.

Shareholders - MPE Gestão Empresarial Ltda. and Banco Bradesco Berj S/A.

Executive Office - the executive officers.

Steering Compliance Committee or simply "Steering Committee" - Advisory Board in charge for managing the actions targeted to the compliance, in addition to the appraisal of whistleblowings in the scope of the company. Comprised of professionals from the company itself, linked to the Executive Office.

Professionals - EBSE's employees at all levels.

Third Parties - all of those directly or indirectly representing EBSE at all of its subsidiaries, as consultants, distributors, agents and independent service providers, even if temporarily.

Customers - EBSE's contracting parties.

Suppliers - EBSE's contractors.

Business Partners - companies part of temporary or definite associations.

Confidential Information - non-public information, which include, without limitation to: business strategies and plans, trade and technological secrets of research and development, financial data, price formation structure, internal reports, information on customers, suppliers and business partners, personal information.

3. Values and Beliefs


- Ethics:

The non-restricted respect to the laws, such as ethical and moral values, is the only path for EBSE's professionals to act in a secure and worthy manner, in the mission of ensuring the continuity plan of the company.

- People:

The individual qualification, cordial and professional relationship and proactive and transparent attitude at all levels allow the company to overcome challenges and achieve its ultimate objectives.

- Excellence:

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Products and services, which are seen by the market as differentiated by the performance and reliability, allow for the Customers' preference by decisively contributing to the results and their survival.

- Environment:

The targeted and systemic activity regarding the respect to the environment contributes to the valuation of the company's image and the construction of a better society.

- Social Responsibility:

The compliance with the Brazilian and international law, safe and healthy work environment, seriousness in the treatment of the interests of its workers and the society provide calmness to the targeting of the efforts for the compliance with the company's objectives and commitments.

- Customer:

The performance of the Agreements through the supply of products and provision of services with differentiated price, deadline and quality, representing an accurate solution for the real needs of the Customers, differentiates the company before its competitors and the market.

- Results:

The performance of differentiated products and services in high performance maximizes the company's results, allowing for its survival and the proper return to the shareholders.

4 - Applicability

The Code of Conduct and Ethics applies to all the company's officers and professionals, in addition to third parties representing it.


5 Scope

This Code of Conduct must be fully performed at the company and its subsidiaries and/or associations at which it holds ownership interest.

At the associations at which it has other partners, the company must endeavor for them to develop and practice their own Code of Conduct, which must comply with the mandatory guidelines of this Code.

6 Responsibilities

The leaderships, hierarchically represented by the officers, members of the Steering Compliance Committee, superintendents, managers, coordinators, supervisors, persons in charge and team leaders are primarily responsible for managing the actions that may ensure the compliance with the commandments of this Code.

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All of the professionals at any level, as well as third parties, are responsible for the non-restricted performance of the provisions in this Code, in the internal relations with the society and market.


7 Responsibilities of the Executive Office, Steering Compliance Committee and Leaderships:

The company's leaders have obligations in excess to those required from other professionals. In order to ensure the compliance with the actions and guidelines in this Code, they must:

- Lead and set an example, by acting and behaving in an exemplary manner before their subordinates.
- Perform the activities with moral integrity and ethics.
- Comply with and cause the compliance with the applicable laws, notably relating to the workers, company's shareholders, partners, environment and society in general.
- Ensure that all employees and third parties respect the provisions in this Code.
- Disclose in details the policies, procedures and instructions relating to this Code.
- Let everyone know that the compliance with the provisions in this Code are mandatory and prevalent in the decision-making process for the performance of the business.
- Regularly monitor the performance of the provisions in this Code.
- Seek for support and/or guidance of their superiors in event of any doubt on the correct application of this Code.
- Carry out the investigations on deviations in the performance of the guidelines in this Code, proceeding to the appraisal of eventual intentional procedures.
- Take corrective measures issued in order to correct deviations and non-conformities.
- Encourage the professionals to file the whistleblowing on deviations and non-conformities in the performance of this Code.
- Create communication channels for the workers, ensuring the anonymity of the whistleblowings.
- Promote the training for the qualification of everyone within the provisions in this Code; and
- Seek for legal advice, as applicable, in order to ensure that professionals and third parties understand the requirements of the applicable laws;

8 Conduct Practices

8.1 - In the Relations with Shareholders:

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- Keeping the company's shareholders informed by the Executive Office, through accurate management reports and accounting records, which allow for the understanding of the obtained results, as well as the future forecasts and trends.
- Producing financial information that must mirror the company's reality at that time of the issuance thereof, containing accounting data that comply with the provisions in the applicable law.
- Engaging an independent third party to formally audit and validate the produced financial operations.

8.2 - In the Relations with Company's Professionals:

- Ensuring equal opportunities, rights and obligations to everyone, irrespective of nationality, race, gender, sexual orientation, marital status, religion or any other aspect of merely discriminatory nature.
- Promoting the development and objectively valuing the workers, based only on the measurable results achieved.
- Encouraging the support and innovation, by acknowledging, awarding and disclosing the notable accomplishments, which will turn into company's property rights.
- Encouraging the companionship, respect and cooperation among the teams in order to create a favorable work environment for the collective accomplishments.
- Ensuring that the works are developed by complying with the management and audit practices set forth in OHAS 18.001 for assessment of Occupational Safety and Health Services.
- Keeping communication channels ensuring the free manifestation.

8.3 - In the Relations with Customers and Business Partners:

- Understanding the customer's needs through the on-site and interpersonal relationship, in order to allow for the accurate and proper offer of the products and services.
- Complying and causing the suppliers, third parties and partners to comply with the agreed-upon contractual obligations by complying with the guidelines of this Code.
- Earning the loyalty of the customers by acting in order to consider the best company at its market through the high performance, reliability and competitiveness in the performance of the agreements.
- Keeping the reliability of business, commercial and technical information to which they may have access, related to the commercial agreements.

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- Developing a frank and loyal relationship by reporting hardships and/or eventual deviations concerning the contractual commitments, seeking for solutions in consensus with the customer.

8.4 - In the Relation with Competitors:

- Competing in order to be the winner of disputes of the bidding processes in which they participate.
- Surpassing the competitors as for customers' opinion in the aspects of technology, quality, reliability and deadlines in the performance of furnished products and services.
- Competing with loyalty, having the principles of this Code as agents, by respecting the competitors and accepting the customer's decisions.

8.5 - In the Relation with Suppliers:


- Engaging suppliers and business partners, which produce competitive products and services and with quality and reliability level the company considers as adequate.
- Encouraging the suppliers to practice their own Code of Conduct, which comply with the provisions in this Code.

8.6 - In the Relation with the Market:

- Disclosing, through the persons formally authorized by the company, information on the company in an accurate, objective and proper manner.
- Having a relationship with the press and external communication entities, in general, solely through the company's formal spokespersons.
- Requesting consent to the Executive Office for interviews, statements, articles and public presentations.

8.7 - In the Relation with the Society and Environment:

- Acting in strict compliance with the law in force, also seeking for the harmonious cohabitation with the customs and traditions of the places where it serves.
- Practicing the environmental management guidelines from ISO 14000, in compliance with the applicable national and international laws, by reasonably using the fundamental environmental resources for its operations, seeking to minimize the harmful impacts to the nature and society.

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8.8 In the Use of Company's Assets

- Using the assets provided by the company, such as facilities, vehicles and other equipment, telephones, as well as consumption and permanent application materials, only in tasks related to the work.
- Computers may be of personal use, provided that outside the working hours, and only by using legal and authorized software.
- Rental of assets of any nature, owned by third parties or suppliers, may only be made with superior consent, provided that in compliance with the limits of authority.

8.9 In the Information Confidentiality

- Keeping the confidentiality with respect to the reserved information of the company, customers and third parties.
- Fostering for reports, mails and other work documents, in addition to electronic files owned by the company, to be used only in professional activities and not copied or taken, particularly in event of dismissal of the professional.
- Keeping the confidentiality as for the matters related to lawsuits and legal disputes involving the company.

8.10 - Lawsuits, Legal Proceedings and Investigations:


- The Executive Office and Legal Department are the only entities authorized to carry on lawsuits, legal proceedings, disputes and investigations involving the company.
- Cooperating with the company in case they are involved or part of any legal proceeding of any nature.

9 Ethical and Conduct Principles

9.1 Gifts and Invitations

- The acceptance of gifts by the workers must be restricted to the institutional products manufactured by third parties institutionally for this purpose.
- The Executive Office is the only entity that orders the manufacturing, acquires and establishes who will offer and to whom it will be offered.

9.2 Electoral Contribution

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- The company does not assume political positions;
- The company does not make electoral contributions of any nature.

9.3 Conflict of Interests

- The worker deciding to run for offices in public or political entities must be previously removed from their activities at the company.
- The interest at professional entities and associations of which the company is part has to be approved by the executive office.
- Developing parallel professional activities related to those developed at the company for other commercial entities is not allowed.
- Personal advantages of any nature obtained from third parties, as a result of their professional position at the company, are not allowed.
- The professional must inform their immediate superior of any situation that may represent any conflict of personal interests with those of the company.

9.4 - Report of Conflicts:

- The company will keep a dedicated and confidential communication entity for the eventual reports of conflicts of interests regarding persons or organizations with the company.
- The Steering Compliance Committee is the only entity to have access to the reports.
- The reports will not entail any punishments of any nature.

10 Serious Violations and/or Crimes:

- Slave and child labor;
- Moral and sexual harassment, acts of intimidation, offense and assault in interpersonal relations;
- Possession of weapons or drugs;
- Corruption, bribery and money laundering;
- Agreements or arrangements with competitors and/or suppliers;
- The undue payment or gratuity to persons or entities, in order to obtain any undue advantage while carrying on their business;
- The acceptance of undue gratuities from third parties, in order to obtain any undue personal advantage;
- The use of privileged information in personal or third-party benefit is a crime, subject to labor and criminal sanctions.
- The practice of harmful acts to the public or private equity;

11 Disciplinary Measures:

The professionals or suppliers in default or non-compliance with the provisions in this Code will be subject to penalties through the enforcement of the following sanctions:

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- Verbal warning.
- Warning in writing.
- Suspension up to 30 calendar days.
- Dismissal without cause.
- Dismissal with cause.
- Termination of agreement due to default.
- Submission of the whistleblowing to the governmental entities in charge.

The enforcement of penalties must be proposed right after the violation.

A longer period of time for the enforcement of the penalty is allowed when the violation requires the appraisal of facts and individual responsibilities of the involved persons.

The sanctions must be proportional to the seriousness of the violation.

Equivalent violations must entail equivalent sanctions.