

# Code of Ethics and Conduct





## PRESENTATION

The English verb “to comply” means “to conform”. In the business world, Compliance refers to the act of “conform to rules”. Accountability, transparency and ethics bring competitiveness to the company and security to its clients, employees and suppliers. Whereas the lack of these attributes can cause uncertainty and vulnerabilities.

Without an effective control system, the company can be exposed to misunderstanding or even corrupt acts of many natures.

Therefore, based on the values of social accountability, transparency and ethics, Nova Participações presents its Compliance program, whose set of rules for the life of the company is present in this Code of Ethics and Conduct.

Prepared after a deep study conducted by the company and supported by independent professionals, the Code of Ethics and Conduct is the fruit of the work of the Ethics and Integrity Office of Nova Participações, which operates without interference from the other sectors of the company. In the production hereof, were incorporated the latest and most comprehensive versions of laws, codes, standards and inspection, control and efficiency systems.

These rules and the results of the implementation thereof at the company will be frequently assessed and validated by an also internationally renowned audit service.

Throughout the last 53 years, Nova Participações provided a considerable range of services to the country, becoming the holder of the largest technical portfolio of national engineering projects. It was also responsible for projects in Asia, Africa and in South America.

In current times, commitment to Compliance rules is an obligation to every relevant company in the domestic and international markets. Therefore, Nova Participações counts on the trust and loyalty of each employee in the pursuit of a new horizon and for restoring its credibility, affected by mistakes made in the past.

Sincerely Yours,

Shareholder and Statutory Directors

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## 1 - OBJECTIVE

Nova Participações does business based on its values:

- **Strive for Excellence;**
- **Act with integrity, respect and dignity;**
- **Commitment to the client;**
- **Work as a team and invest in people.**

these values guide and direct the businesses of all entities of Nova Participações and of its stakeholders, without exception.

For being engaged with the principles of good governance, proportionality, transparency and sustainability, this Code of Ethics and Conduct is the instrument that guides and supports conducting the businesses in our daily activities in a correct, integrity-based and efficient manner. Consulting it must be part of our work routine, so our values are solidified through the permanent practice thereof.

## 2 - SCOPE

This Code of Ethics and Conduct applies to all offices and contracts of the Nova Participações entities and comprehends its shareholders, directors, employees and persons acting on behalf of the company, irrespective of hierarchic level, as well as relations with clients, suppliers, third parties, joint-venture members and visitors during their permanence in the facilities of the company, constituting a commitment to respect and application in all their activities.

## 3 - DESCRIPTION

In addition to the values that must guide the behavior of all entities of Nova Participações, this Code of Ethics and Conduct also sets the Mission, Vision and Commitments of employees and their leaders.



### New Mission

Providing intelligent engineering services for adding value to the undertakings of our clients.



### Our Vision

Being recognized as a center of excellence in all activities.



### Commitments

It is a commitment of Nova Participações, making its activities compatible with continued improvement of quality, environmental impact prevention, safety risks and improvement of occupational risks, always in a continued manner, through actions promoted with its work force and its associates, suppliers, partners and third parties, respecting human rights and promoting sustainable development. This commitment implies complying with legislation, standards and contractual requirements, according to the following principles:

- **Client satisfaction**  
Adopting practices and technologies that add value to contracts with standards of excellence, satisfying socioenvironmental engineering solutions, term, cost, quality and transparency.
- **Quality, Health, Safety and Environment**  
Work preventively in developing projects, in protecting human beings, the environment and the target public, assuring efficiency and efficacy of the management system.



Educate, train and promote awareness to employees, associates, suppliers and partners in matters of Quality, Safety, Environment, Health and Social Responsibility.

- **Responsibility and Integrity**  
Comply with all standards, regulations, legal and contractual requirements and international good practice with integrity, and, when possible, outperform them.
- **Reduction and Prevention**  
Rationalize the use of natural resources in all activities and prevent environmental, health, work force and community safety risks.
- **Continued Improvement**  
Pursue excellence, continued improvement of quality and of product productivity and processes that are safer to humans, less aggressive on the environment and integrated to the community.  
Nova Participações ensures these commitments are disclosed and understood by its entire work force, including subcontractors, through structured communication actions and people's commitment thereto.

### 3.1 Our Conduct in Business

The following actions guide the way of operating responsibly in our businesses:

- ▶ Conducting activities with transparency and integrity, cultivating credibility in the market, with clients and the community in general, all across the chain of production;
- ▶ Abstain from practicing, directly or indirectly, public or private acts that may compromise one's own dignity;
- ▶ Strive to develop the organization, advertising its activities in a dignified and accurate manner and avoiding manifestations that may lead to compromising perceptions of the dignity of the profession or of third parties;
- ▶ Abstaining from criticizing or undermining, in a disloyal or, subversive manner the actions of a Competitor, always operating in a loyal manner in public or private competition/bidding;
- ▶ Expressly prohibit illegal practices such as bribery, corruption, extortion, payment of kickbacks, piracy, tax evasion, counterfeiting and violation of patents and copyrights;
- ▶ Respecting diversity and not tolerating slave labor or slake-like labor conditions in its activities, child labor, sexual exploitation, especially when operating in distant regions, especially involving minors. Nova Participações is averse to this sort of practice, either directly or through its "stakeholders", and it does not tolerate discriminatory behavior of any nature;
- ▶ Work with the Communities where inserted with social responsibility, encouraging educational, income and opportunity development to those who need the most;
- ▶ Not supporting the practice of favoring relatives in detriment of more qualified persons;
- ▶ Respecting applicable laws and regulations (national or international when operating in other countries), contemplating justice, legality and good corporate governance and accounting practices;
- ▶ Encouraging its employees and partners to disseminate ethical principles and conduct commitments expressed herein for reaching growing levels of quality and profitability, with competence and social responsibility.



#### 3.1.1 - Client Relations

The satisfaction of our clients is the measurement of the organization's success. Therefore, it is necessary building solid and reliable relationships, improving service and the quality of the services offered.

Consequently, treatment of Clients must be conducted in an ethical and efficient manner by our employees, transmitting clear and useful information, respecting the agreed terms and highlighting with clarity the risk factors inherent to the project for outlining the adequate strategies of action, always guided by the standards of conduct set forth in this code.



#### 3.1.2 - Relations with Third Parties and Integrity Survey (Due Diligence)

Third parties related to Nova Participações must be evaluated through clear criteria, without discrimination and favoring. Every decision must have technical and economic substantiation, not allowing favoritism and privilege of any nature.

An integrity survey process must be carried out for qualifying a possible supplier

or service provider.

It is expected from third parties with which Nova Participações relates to know our values and to act in accordance with this Code of Ethics and Conduct.

For being accepted as a supplier or third party, the company must declare to be in agreement with the conducts set forth in this code.



#### 3.1.3 - Relations with the Competition

Nova Participações operates in the market in a loyal manner and conducts itself based on the free market principle.

All market and competitor information, legitimate and necessary to the business, must be obtained through transparent and honest practices, not allowed obtaining it through unlawful means. Therefore, it is prohibited exchanging information with the competition - except if that practice is protected by the terms of a joint-venture agreement - as well as agreeing on the outsourcing of projects or pricing positions, market positions and fields of operation with competing entities.

It is prohibited to employees and third parties adopting any attitude that undermines the image of competitors or business partners of Nova Participações. Therefore, employees must abstain from criticizing or injuring, in a disloyal or subversive manner, the actions of a competitor, always conducting themselves in a loyal fashion in public or private bidding.

It is prohibited entering into formal or information agreements, or exchanging information with our competitors for agreeing on results or for rigging prices of public or private bidding proceedings.

All laws, bidding and competition regulations and other legislation protecting competition and antitrust practices must be complied with.



### 3.1.4 - Relations with the Government

Nova Participações respects legislation and authorities of every level of government. Supply of information to all levels of government, including municipal, state and federal agencies must always be made in writing, with receipt confirmation and with the relevant instructions from the Board of Directors.

Employees must comply with applicable legislation and regulations when carrying out their professional activities.

It is not allowed offering and receiving presents, entertainment or means with/to public officials, in order to avoid these situations are perceived as/have the appearance of an attempt to influence the public official to act improperly.

Employees and third parties must not accept claims, provoke or suggest any sort of financial aid, payment of facilitation, bonuses, commissions, donations, presents or personal advantage to any sort to representatives of private entities such as clients, suppliers, business partners or representatives of government or related persons, in exchange for any ease in carrying out their professional or business activities.

### 3.1.5 - Relations with the Press and Social Media



Nova Participações adopts an objective and clear position in disclosing information and seeks to meet the interests of the involved parties.

Relations with the media must be kept based on veracity and independence, in a clear intention of contributing to communication vehicles to meet their function of thoroughly informing the public opinion.

To avoid disclosure of inaccurate and diffuse information, contacts with the Press will be directed to persons inside the organization who have the information in its most comprehensive context. For that reason, these contacts will be promoted exclusively by spokespersons named by the Company. Consequently, it is prohibited for unauthorized persons to contact the Press on behalf of Nova Participações.

Contact with Press professionals cannot be treated, in any event, as a commercial relationship. Therefore, it must not involve favors or payment of any sort. Relations with the Press must prioritize disclosure of relevant facts, whenever possible, directed at the Company's activities.

Nova Participações understands the importance of social media in disseminating opinions and also as an important source of relations with the public of interest. In social media, employees must protect confidential information and use common sense when participating in dialogs.

### 3.1.6 - Fight Against Corruption

Nova Participações prohibits and will not tolerate any acts of corruption and bribery in its relationship with the government, even through third parties. Considering Brazilian, legislation, may characterize corruption and bribery acts, or contrary to public administration:



- a) Promising, offering or giving, directly or indirectly, improper advantage to public officials or third parties related to them;
- b) Financing, funding, sponsoring or in any other way support the practice of illicit acts damaging to the public administration;



- e) Defrauding, preventing or disturbing the holding of any acts in the bidding proceeding;
- f) Seeking to suppress or oust a bidder by fraud or by offering benefits, of whatever kind;
- g) Defrauding bidding proceedings or the contracts resulting thereof;
- h) Participating in bidding proceedings or executing administrative contracts by fraudulently incorporating a corporate entity;
- i) Defrauding or manipulating the economic and financial balance of contracts entered into;
- j) By fraud, obtain benefits or secure improper advantage for amending or extending contracts executed, without authorization by law, relative to the bidding regulations/call or the respective contractual instruments.
- k) Hindering investigation or inspection by public entities, agencies or agents, or intervening in their actions.



Potential conflicts of interest or the appearance of conflict of interest must be avoided, for not being held accountable for that.

If you have any doubts, refer or report them and ask your manager, HR or the Compliance *Department*.

Some examples of conflict of interest or appearance of conflict of interest:

- Favors or material or financial advantages an employee receives from a supplier or business partner of the organization;
- Improper use of privileged information obtained inside Nova Participações;
- Family relations between an employee and supplier, compromising the impartiality of the business;
- Engaging in other professional activities that may interfere with the businesses of Nova Participações, even if performed off working hours;
- If the employee carries out any external work that conflicts with his activities at the company, he must report that to his direct superior or to HR;
- Parallel activities carried out by an employee during working hours or using the resources of Nova Participações.
- Some situations demand specific action, such as:
  - o Romance relationships between employees with direct subordination or inside the same Executive Directorate may, in certain circumstances, create a conflict of interest. If that happens, the employee must report it to his/her immediate superior, who must take the relevant action with HR for reassigning or terminating one of the parties;
  - o Concerning hiring, are considered relatives, members of the family up to the third level: father, mother, children, siblings, grandparents, great-grandparents, grandchildren, great-grandchildren, uncles (aunts), and nephews and cousins-siblings. For the purposes of this Code, are also considered relatives by affinity: spouses, partners, in-laws, stepfathers, stepmothers and stepchildren;
- Situations not expressly addressed by this Code that may create conflicts of interest must be informed to the immediate superior leadership for proper analysis and guidance.

### 3.1.8 - Financial Management

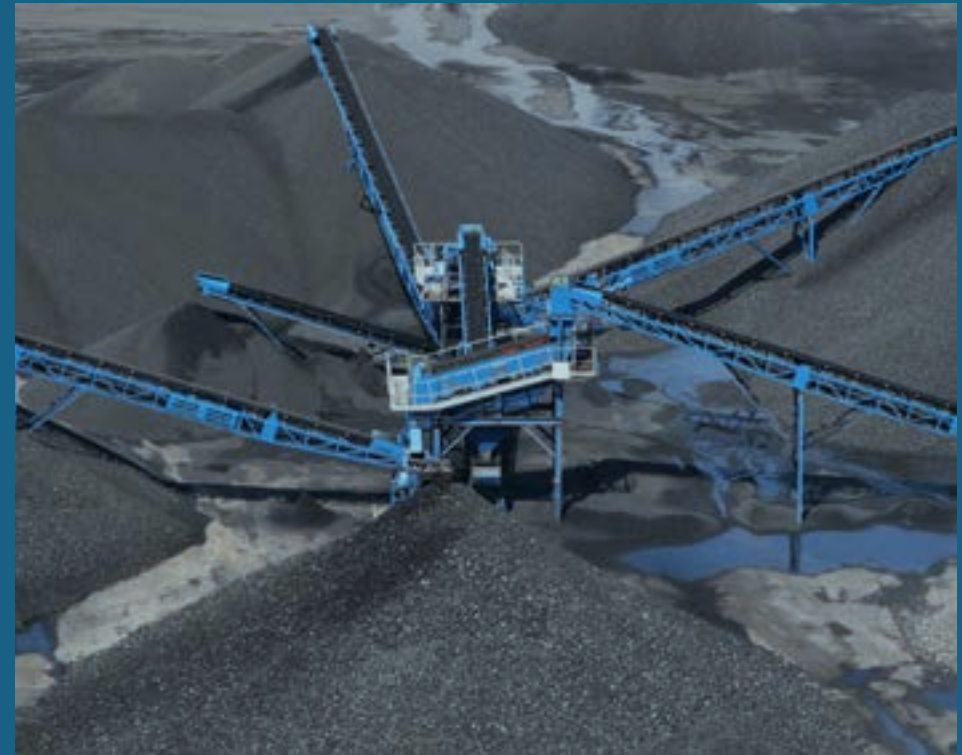
No economic, financial or equity operations involving any entity that is part of Nova Participações will be transacted off the accounting or tax books/records. All Employees must adequately inform the responsible areas of any transactions and payments that are duly verified, justified and recoded in accounting records, from the beginning.



All supporting documentation for the transactions shall be retained for at least five years, if a longer term is not required by specific legislation.

### 3.1.9 - Money-Laundering Prevention

Nova Participações does neither accept nor supports any initiative relative to “money laundering”, understood as a process carried out for concealing or legitimizing illicit financial resources. All financial and business transactions shall be correctly recorded in the accounting and financial books and records of the Company, ensuring the transparency necessary for creating trustworthy records, books and reports.



Employees cannot accept presents or any other form of gain as a result of their professional activities at Nova Participações. It is also not allowed, in any way, accepting and operating transactions in cash (bills).

The same principles must apply to Nova Participações offering giveaways and invitations to its clients and partners.

### 3.1.11 - Information Confidentiality

Employees, partners and suppliers are responsible for protecting confidential information to which they have access. Confidentiality is imperative when treating personal information of clients, employees or managers, contract payments, market negotiations or any matters that are strategic to Nova Participações. To that extent, it is not allowed copying, reproducing, transmitting or distributing documents, files, models, methodologies, formulas, research, projects, analysis and reports produced through the company's activities, including mentioning/discussing said information with family members.



Confidential information in response to legitimate requests from government authorities can be disclosed only after considering it will be handled confidentially and after

authorization, by physical or electronic means, business strategies, client relations, documents, financial reports, personal or accounting records, technology, methodology, "knowhow" and other privileged information proprietary of Nova Participações or developed or obtained by it.

### 3.1.12 - Socioenvironmental Responsibility

The entities controlled by Nova Participações are committed to the economic and social development of the communities where it operates. The Company seeks to work with the communities where it is inserted with Social Responsibility, encouraging educational, income and opportunity development to those who need the most.



It is a commitment of all employees and partners acting with the organization's values and keep the dialog channels transparent and open with all communities where it is present.

The health, physical integrity of employees and protection of the environment are priorities to Nova Participações.

Nova Participações and its employees must respect human rights, providing a safe work environment and with respect for the environment, as well as promoting the sustainable development of communities surrounding its undertakings.

Employees must act in a socially responsible manner, keeping community spirits high and employ efforts toward safety of all and preservation of the environment.

Employees must not practice any acts or transact any operations which, directly or indirectly pose a risk to the safety of employees, of the company, clients, suppliers and society.

### 3.1.13 - Sponsorships and Philanthropic Donations

Sponsorships and philanthropic donations must be made in a cautious manner so as to not compromise the image and reputation of the company, and must be in accordance with the objectives of the concession and applicable legislation. The following precautions must be taken:

- Any requests for sponsorship or donation that involve the name of the entities that are part of Nova Participações is under the exclusive purview of the Directorate of the relevant area;
- All requests for sponsorship or donation must be accompanied of the detailing of the objective, the type of sponsorship or donation to be requested, the way it will be used, the way it will be made and controls, and, if applicable, of the subsequent rendering of accounts;
- Ensuring the sponsorship or philanthropic donation will not directly or indirectly benefit the employee involved or his relatives;
- Make the identity of the benefited entity or institution clear;
- Not make any payment, as a donation from an individual, that may be confused for a donation in the name of Nova Participações;
- Consulting with the financial department as to the possibilities of classification under tax incentive laws;
- Ensure all sponsorships and philanthropic donations are adequately recorded in the company's accounting books;



Relative to employees, the practice of the following acts is prohibited:

- Sponsoring or making donations to individuals;
- Promising sponsorship or any sort of donation prior to analysis and validation by the *Compliance Department*;
- Sponsoring cultural events that express any sort of prejudice;
- Supporting projects that pollute the environment or negatively impact the fauna or flora;
- Supporting projects relative to controversial themes that imply some sort of social, race or gender discrimination.

It is essential that the company knows the institutions and persons who receive these benefits, pays attention to their eventual connections to public officials and very carefully monitors the results of these practices.

- They treat each other with mutual respect and dignity;
  - They do not tolerate harassment of any nature, either verbal, moral, sexual or abusive situations that characterize pressure, intimidation or threats to whomever, regardless of their hierarchic, social level or business interests.



For that reason, we do not tolerate abuse of power, discrimination, harassment and situations that characterize disrespect, intimidation or threats in relations with employees and surrounding communities.

Anyone who feels discriminated against, humiliated or the target of prejudice, pressure, abusive practices or situations of disrespect and feels embarrassed to address the matter with their hierarchic superior must report the fact to the Investigative Committee and/or to the Ethics and Integrity Consulting Committee, using the ombudsman channels made available to them.

Employees must always interact with each other with respect, courtesy, empathy, impartiality and loyalty, participating in teamwork with collaboration.

#### WHAT IS THE DIFFERENCE BETWEEN MORAL HARASSMENT AND SEXUAL HARASSMENT?

Some phrases may seem harmless, but characterize moral harassment. Pay attention when you hear aggressive words in the work environment, such as "incompetent", "slow", or "dumb", for example.

Sexual harassment is not characterized only by physical attempts, but also by insinuation, messages, image exposure or any situation when you feel sexually uncomfortable and offended.

#### 3.2.2 - Relations with Unions

The entities of Nova Participações respect the freedom of association to legally-organized Unions and respect the right to collective bargaining.

Negotiations and dialog with entities representing the employee must only be conducted by formally authorized persons.

Employees must comply with applicable legislation and regulations when carrying out their professional activities.



#### 3.2.3 - Work Conditions

The commitment of Nova Participações is promoting a safe and healthy work environment, with freedom of expression and respect to the integrity of all employees, subcontractors, suppliers, clients and visitors.

Nova Participações commits to promote training on themes relative to this Code of Ethics and Conduct.



Employees must have a balanced and impartial conduct, not participating in transactions and activities that may compromise their professional dignity or undermine their image, as well as the image of Nova Participações.



mail, equipment in general and the facilities of the company are exclusively destined for use in its operations and cannot be used for private purposes, except in the specific situations defined by Nova Participações. It is incumbent on the employee ensuring the proper use and conservation of the assets of Nova Participações placed under their custody.

It is prohibited tampering, removing or changing *hardware* components of computers and equipment of Nova Participações, or try to circumvent any existing system: *hardware* or *software*.



Employees must use financial and physical resources of Nova Participações in a conscious and responsible manner, accurately inform expenses incurred, eliminating unnecessary expenses and waste, for reducing cost, saving power, raw materials and other materials.

It is prohibited to employees using the assets and facilities of Nova Participações or its resources for private or dubious purposes.





a good corporate image of the entities.

### 3.2.6 - Use of Alcohol, Drugs and Weapons Carry

It is prohibited ingesting alcoholic beverages during working hours, as well as working on a professional capacity while intoxicated. Are also prohibited using and carrying drugs and staying at the work environment while intoxicated by these substances, which may impact safety and performance both of the employee and of his/her colleagues.

Weapons of any kind are not allowed in the company's facilities, except for professionals who are expressly authorized to carry.



### 3.3 - Ethics Channel

All and any indication of an act or behavior that is incompatible with the Code of Ethics and Conduct, or of violation of laws to which the company is subject must, necessarily, be reported to the management of Nova Participações. That can be made directly to the manager, to the Ethics and Integrity Department or through the Ethics Channel.

Reports and/or suggestions can be made anonymously or with identification, both by the internal and by the external publics. If choosing not to identify yourself, your anonymity is completely guaranteed. Information is received by an independent, specialized external contractor, who ensures absolute confidentiality and adequate treatment in each situation. All information is treated without tracking, completely protecting your identity. Moreover, is also assured to everyone who files a report in good faith that no retaliation will happen, irrespective of the hierarchic level.

Impartial and transparent, the Ethics Channel guarantees information confidentiality, preserving the identity of persons involved and promoting a better environment for everyone. Through the Channel, it is possible clarifying doubts in interpretation and communicating conducts that may represent a violation of the Code of Ethics and Conduct, such as corruption, bribery, fraud, aggression of the environment, false information, inadequate accounting records, misuse of the company's assets, moral and sexual harassment, discrimination of race, color, religion, sex, physical or social condition and unethical behavior and procedures.

Once verified a conduct or activity that is contrary to legislation, contrary to this Code or to the company's policies, i.e., inconsistent with the values of Nova Participações, that event must be reported through the Ethics Channel, which can be accessed by the following means:

- Website: [www.contatoseguro.com.br/novaparticipacoes](http://www.contatoseguro.com.br/novaparticipacoes);
- Website: [www.novaparticipacoes.com](http://www.novaparticipacoes.com) or
- Phone: 0800 648 6307.

If misconduct is proved, the necessary measures will be taken, pursuant to item 3.3.2 of this code.



### 3.3.2 - Consequences Policy

The existence of rules, policies and procedures is an essential condition for a company. Is incumbent on management ensure they are followed for the harmonic and efficient functioning of the organization.

Is incumbent on leadership informing, providing guidance and preparing its team for the correct enforcement of the company's policies and standards.

Violations of rules and standards of Nova Participações cannot be tolerated and can be punished. Recurrences, including violation of action plans designed by audit processes, after the relevant instructions, are also subject to disciplinary measures.



One who violates, whether an employee or a third party, irrespective of hierarchic level, even if unintentional, of the Code of Ethics and Conduct, will be subject to the sanctions corresponding to the gravity of the infraction, in addition to punishment provided by law, including:

- verbal warning;
- written warning;
- suspension;
- termination of the employment or services contract, according to the business or commercial partnership;

notwithstanding full reparation of damages caused and reporting of the act to the empowered public authorities, as applicable.

Imposing penalties must be done, when possible, shortly after the fault is committed, on penalty of a tacit pardon being characterized. It is admitted a longer period for imposing a penalty when the fault requires investigation of the facts and of the relevant liability. Sanctions must be fair, reasonable and proportional to the fault. Similar faults must be imposed similar sanctions.

Crimes relative to bid rigging, committed against national or foreign governments, including influence peddling and corruption, carry a prison or detention term of a minimum six months and fine, with illicit conducts summarized in items 3.1 and 3.2 of this Code.

### 3.3.3 - Terms

This Code of Ethics and Conduct is valid for an undetermined time, and must be distributed to all employees, preferably in the form of a booklet and, after received, the employee must sign the Commitment Instrument.

## 4 - TERM

This Code of Ethics and Conduct comes into force on the date when it is issued.

## APPENDICES

### APPENDIX I – GLOSSARY

For the purposes of this Code of Ethics and Conduct, the following definitions apply:

- **Public Official** - overall, including managers or employees of any government or state body, agency or entity, on any level, including managers or employees of state-controlled entities and national and international public organizations. Generally includes candidates to political office, managers and employees of political parties, and the political parties themselves.
- **Moral Harassment** - this is exposure of professionals to embarrassing and humiliating situations during their work, repeatedly and for an extended period. These acts seek to humiliate, disqualifying and emotionally destabilizing the relation of the victim with the organization and his work environment, which may jeopardize his health and/or employment.
- **Sexual Harassment** - characterized by the embarrassment of colleagues through embarrassing and constant innuendo for obtaining sexual advantages of favoring. This behavior can be clear or subtle; explicit or insinuated; written or gestural; come in the form of coercion or advantage.
- **Assets** - financial resources, chattel or real estate, equipment, tool, suppliers, communication installations, computer programs, data, information technology, documents, knowledge, domains, patents, trademarks, copyrights and any other resources or assets destined to promote the businesses and activities of the company.
- **Giveaway** - low-value promotional item which, generally, bears the institutional brand of a company. Examples: pens, notebooks, watches, mechanical pencils, bags, key chains, calendars, portraits, *thumb drives*, business card holders, notepads, mugs and office ornaments.
- **Chain of Value** - Full sequence of activities or parties who supply or receive value in the form of products or services.
- **Client (Business Partner)** - the external party with which the organization has, or plans to establish some form of a business relationship.
- **Compliance** - conforming to all *compliance* obligations of the organization. This is a set of mechanisms directed to complying with laws and standards, both internal and external, as well as with regulations, policies and guidelines set for the businesses and activities of the organization. *Compliance* aims at preventing, detecting and addressing all and any deviations or noncompliance occurring.
- **Conflict of Interests** - when a professional uses his influence or acts for the purpose of benefiting private interests and not the interests of the organization, which may even be contrary to the interests of the company or causing damage or losses.
- **Employee(s)** - these are the employees, interns, external contractors, directors, shareholders and other representatives of Nova Participações who work in any contracts and joint-ventures in which the company participates.
- **Corruption (or Bribery)** - promising, offering or giving, directly or indirectly, improper benefits to a public or private official, or to a third party related to said official. To that extent, there is no financial limit and, even if the goods in question have no measurable financial value (such as confidential information, in some cases), can be interpreted as bribes.
- **Human Rights** - rights inherent to all humans, regardless of race, sex, nationality, ethnicity, language, religion or any other condition. Human rights include the right to life and liberty,

freedom of opinion and speech, right to work and to education, among many others.

- **Philanthropic Donation** - payment, definitive and irreversible transfer of assets or services for charity purposes, or for educational, cultural or sports-related purposes, or for social well-being purposes, made for no consideration, expectation or demand of securing any business or any personal or business benefit, direct or indirect.
- **Class Entities** - institutions with the commitment to offer its associates mechanisms that allow qualification of their business and institutional and representative activities. Through a series of products and services, the confederations and federations make available to associates and affiliated consultancy, training programs, events and publications that bear the brand and the commitment to economic, political and corporate development. Examples: Abemi (Brazilian Industrial Engineering Association), Abal (Brazilian Aluminum Association).
- **Entertainment** - sports, cultural or social events. Examples: matches, tournaments, automobile races, "carnaval" parades, musical shows and theater plays.
- **Ethics** - the set of moral principles that serve as a guide for relations between individuals in their community and in the performance of a professional activity.
- **Hospitality** - airline tickets, road transportation, lodging.
- **Illicit** - that which is against the law.
- **Influence** - the ability to impact the result of a decision.
- **Confidential Information** - defined as such by the client, by the organization or by contract, disclosure and access to which are limited to certain persons.
- **Privileged Information** - relevant information not available to the public in general, which may substantially impact the quote of the company's securities, in the decisions of investors to trading or keeping said securities and the decision of investors to exercise any rights inherent to their capacity as holders of securities issued by the company.
- **Money Laundering** - transaction of commercial or financial operations for the purpose of concealing the real origin of the money, usually obtained through illegal activities, for incorporating that amount into the economic system so as to seem lawful ("clean"), inside or outside our borders.
- **Tax Incentive laws** - laws that allow individuals and corporate entities to destinate part of their taxes to areas such as culture, sports, children, elderly, such as: FIA (Fund for Childhood and Adolescence), Fund of the Elderly, Rouanet Act, Audiovisual Act, Sports Incentive Act, Pronon (National Oncology Attention Program), Pronas/PCD (National Program for Support to the Attention to the Health of Persons with Disabilities).
- **Payment of Facilitation** - unofficial payment (usually, but not necessarily made to a public official) for encouraging the beneficiary or a third party to discharge his obligations or existing duties, expediting or refusing to perform a routine task which, otherwise, said official would be required to do.
- **Sponsorships** - a contribution seeking a consideration to the company, such as exposure of the brand and which may, eventually, benefit from tax incentives provided by legislation.
- **Integrity Survey (Due Diligence)** - process for deepening the evaluation and extension of *compliance* risks and help organizations making decisions relative to transactions, projects, activities, business partners and specific personnel.
- **Present** - item with high commercial value, usually without the institutional brand of the company who offered it.

- **HR** - Human Resources.
- **Meal** - breakfast, lunches and dinners.
- **Third Party (Parties)** - professionals, contractors who are not employees but who present themselves in the name of Nova Participações or who act, directly or indirectly, in the interest or to the benefit of Nova Participações, as well as suppliers and service suppliers.
- **IT** - Information Technology.
- **Child Labor** - all and any form of work carried out by children and teenagers, below the minimum legal age allowed for work, according to the legislation of each country. Child labor, in general, is prohibited by law.
- **Improper Advantage/Benefit** - gains or advantages obtained, not by merit of the services of the company or for products and performance, but through corruption.

## APPENDIX II – COMMITMENT INSTRUMENT

### INSTRUMENT OF COMMITMENT

I hereby represent having read and understood the Code of Ethics and Conduct (pursuant to M0-NA-0030-E) of Nova Participações and assume the commitment to respect it in all my activities at the company, protecting the application thereof.

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Full Name

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Company

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Date

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Signature





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