

CODE OF CONDUCT

1. Introduction

Motrice is an engineering consulting firm that understands that the results of its actions must adequately remunerate its partners and employees. However, it does not believe that results are based only on economic and financial terms, but also in social and environmental terms. Therefore, the performance is guided by a broad view of outcome dimensions.

Thus, *Motrice* acts with the same philosophy with its clients, supporting them in achieving their desired results, also considering its three dimensions: economic, environmental and social.

The focus on positive outcomes is evident in its **MISSION**:

Leverage the results desired by our clients, identifying risks that can impact them, supporting the definition and implementation of actions necessary to reduce threats and take advantage of opportunities.

For success, *Motrice's Mission* can never be decontextualized from its **VALUES**, which guide not only how it assists its clients in their performance, but also the search for its own outcomes as a consulting company:

- *The outcome approach **must** be holistic, considering all its dimensions, whether economic, environmental or social;*
- ***Positive outcomes** are planned, pursued, measured and recognized;*
- ***Better outcomes** are obtained by committed and motivated people;*
- *The path to be trodden towards **achieving** positive outcomes will always be susceptible to risks, which must be identified and treated to achieve success.*

The comprehensive approach to results presupposes that all stakeholders are considered during *Motrice's* activities so that there is a positive contribution to society in general and to the environment.

The planning, measurement and evaluation of results, therefore, go through the understanding of each *stakeholder* and its relationship with *Motrice* and its activities.

Motrice and all its stakeholders are represented by people who are ultimately the ones who will recognize the results achieved. For people to be committed and motivated to achieve the desired objectives, they need to see meaning in the actions undertaken by *Motrice* and that there is transparency, trust and, above all, ethics in relationships.

As in any human relationship, there are risks related to the conduct of professionals that can negatively impact the achievement of results that would be appropriate for all stakeholders. With such risks in mind, *Motrice* presents this "**Code of Conduct**". This *Code* has been drafted and approved by its managing partners to be distributed to contracted employees or service providers so that they are properly oriented to act ethically and in line with the company's values.

2. Respect for People

- Discrimination, harassment, or unjustified preference arising from ethnic differences, color, gender, religious belief, disability, age, weight, political orientation, financial, social, intellectual, sexual option, marital status, among other forms of social exclusion are not tolerated.
- *Motrice* does not conduct business with companies or individuals involved in slave labor, sexual or child exploitation or any other illegal activity.
- *Motrice* does not allow people to use their positions and authority to request personal favors or any harassment.

3. Respect for laws

- *Motrice*, its employees and partners must act in accordance with the laws and regulations of each location where they operate.

4. Truth and Transparency

- *Motrice*, its employees and partners, must commit to the truth and technical nature of its work, expressing it in all its verbal or written communications, whether held in meetings, reports, presentations or by any other means.
- *Motrice*, its employees and partners, should not omit information relevant to the client or other stakeholders, so that the achievement of the desired objectives is impaired. It is emphasized that *Motrice's* objectives are and will always be tied not only to the economic and financial dimension, but also to the social and environmental dimensions and that any action to obtain results must be guided by ethics.

5. Quality

- *Motrice's* consultants and partners must excel in the technical competence and quality of their work, continuously seeking excellence. They must present the best possible work to fulfill the scope of the contract signed with the client.
- The quality of a work is also measured by the perception of the client, so it is essential that *Motrice* consultants and partners constantly evaluate client satisfaction and, whenever necessary, make adjustments in their work so that such satisfaction is guaranteed.
- In the event of any doubts or difficulties in carrying out the work, *Motrice's* consultants and partners should contact their directors for joint evaluation on how best to overcome the issue, complementing or adjusting the competencies or resources involved whenever necessary.

6. Confidentiality of Information

- *Motrice's* client information should be treated confidentially and, under no circumstances, made available to third parties. It is recommended to sign confidentiality agreements with clients.
- Where a confidentiality agreement is signed with a client, the use of a possible service provider should be approved by the client and, in this case, the provider should also sign a confidentiality agreement.
- Information of a given project carried out with a client may not be used in presentations, academic papers and may not become public by any other means, unless the client authorizes.

7. Conflicts of Interest between Clients

- *Motrice* shall not provide service to more than one party involved in a given business in order to generate some kind of conflict of interest. It may not provide supervisory services for a project, for example, in which it has any executive or management consulting function.
- *Motrice* will also not be able to provide any kind of support in bidding processes, in public or private competitions, for companies that are competitors of its client in the process, or for companies that support such competitors.

8. Safety and Health

- It is mandatory to comply with the labor safety standards established by law, as well as those determined by the client.
- If safe working conditions are not provided in the work environments in which they are operating, *Motrice* employees and partners should not be exposed to safety and health risks and shall notify their directors to evaluate and take appropriate measures to regulate working conditions.

9. Environment

- *Motrice*, its employees and partners should contribute to environmental preservation and sustainable development and must comply with current environmental legislation.
- *Motrice* should contribute so that its clients also act in this same direction.

10. Personal Relationships Outside the Company

- When there is a family relationship or close personal relationship with a representative of a supplier or partner, any *Motrice* employee or consultant involved in the negotiation and contracting process must inform the company's directors so that there is no undue or exclusive benefit to the supplier or partner as a result of such relationship.

11. Use of *Motrice* Resources

- Computers, mobile phones, vehicles or any other asset assigned to professionals by *Motrice* to carry out their work should be intended exclusively for this purpose and it is the duty of the professional to ensure its preservation.

12. Items Offered by Suppliers, Partners or Clients

- Gifts, travel tickets, meals or participation in events offered by suppliers, partners or clients, may not be accepted without formal approval by *Motrice's* directors. Only small value items such as agendas, pens and calendars with institutional logo can be accepted without prior consent.
- The payment of travel and meal expenses by clients or suppliers will occur only in duly regulated and contractly established cases for the purpose of performing the work related to the contracted services.
- No personal advantage received from a supplier, partner or client in exchange for advantage in commercial trading processes will be tolerated.

13. Competition

- *Motrice*, its employees and partners should not act in a way that defames its competitors.
- *Motrice* may not frustrate or harm any competition through fraud or collusion with its competitors.

14. Anti-corruption Measures

- *Motrice* operates in line with Law 12.846 of January 29, 2014, known as the Anti-Corruption Law in Brazil.
- Corruption is understood as the act of paying, promising to give or offer something to someone or use influence to gain advantage for their own benefit or for an organization to which they belong, even if the offer has not been accepted.
- Corruption can be related to both public and private officials.
- Are considered to be public servants who, even if temporarily or without remuneration, is:
 - a member of a political party or candidate for political office;
 - employed by the government agencies;
 - represents countries or international public organizations;
 - working in companies controlled, directly or indirectly, by the government;
 - working in a company or social organization providing a contracted or contracted service for the execution of typical public administration activities;
 - working in a company or other entity in which the governmental body has a stake and/or over which it may, directly or indirectly, exercise control.

- Motrice's directors, employees and partners cannot:
 - Give, promise or offer bribes;
 - Give, promise or offer money or gifts (except institutional ones, such as, calendars, pens, etc.);
 - Pay, promise or offer travel and accommodation;
 - Pay, promise or offer meals of a value higher than the limit set forth in *Motrice's* Internal Policies;
 - Pay, promise or offer payment for entertainment expenses such as games and shows.
 - finance, fund, sponsor or in any way subsidize the practice of unlawful acts;
 - use an individual or legal entity to conceal their real interests or the identity of the beneficiaries of the acts committed;
 - Frustrate or defraud, by adjustment, combination or any other expedient, the competitive nature of public bidding procedures;
 - Prevent, disturb or defraud the performance of any act of public bidding procedures;
 - Remove or seek to fend off bidders by fraud or offering advantage of any kind;
 - Defraud public tender or contract arising therefrom;
 - Create, fraudulently or irregularly, legal entity to participate in public bidding or sign administrative contract;
 - Obtain advantage or undue benefit, fraudulently, from modifications or extensions of contracts signed with the public administration, without authorization in law, at the time of the call for public tenderor in the respective contractual instruments;
 - Manipulate or defraud the economic and financial balance of contracts signed with the public administration;
 - Hinder the activity of investigation or supervision of public agencies, entities or agents, or intervene in their performance, including within the scope of regulatory agencies and the supervisory bodies of the national financial system.
- Any donations to public agencies, such as hospitals, fire departments, police and schools, should only be authorized after analysis and approval by *Motrice's* Board.
- No donations that are intended to serve the interests of the communities where *Motrice* operates, under any circumstances, should be made directly to natural person.

15. Political parties

- *Motrice* employees and partners are entitled to express their political positions, including any party affiliations. However, they are not allowed to use company resources to do so.
- Employees and partners who eventually choose to apply for or will still hold some public office, should leave *Motrice* and move away from activities in the company.
- *Motrice* does not make donations to political parties.

16. APPROVAL OF THIS CODE OF CONDUCT

This Code of Conduct was drafted and approved *in February 2019* by Motrice's managing partners.

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