




FALCONI

CONSULTORES DE RESULTADO

CODE OF ETHICS AND CONDUCT

October 2017

Standardization System	P O L I C Y				 F A L C O N I
	Number: POL-001	Finder: COL-1.02.01	Review: 1	Sheet: 2/16	
Title: Code of Ethics and Conduct					

“MAKING RIGHT”

Dear Collaborators,

FALCONI is recognized in Brazil and worldwide for its ability to help organizations build exceptional results by improving their management system. Our dream is to be the best management company, which can only be achieved if our daily activities are anchored in our culture and more expensive values.


As a reflection of this, we FALCONI defend that the goal of leadership is to achieve goals, with the team, doing right. Doing right means, among other things, that each of us needs to take care of his or her ethical conduct.

Therefore, we want each of our employees to adopt this Code of Ethics and Conduct as an integral and fundamental part of the Method. It is not possible to transform society through the management system without our conduct being exemplary.

It is everyone's job to look after the values of FALCONI and the solid reputation built over decades of work. Our process of continuous improvement is evident not only in technical terms, but also in our monitoring of the adherence to values of each of our employees at all levels. We must all be absolutely committed to the content of this Code and all that it represents.


We trust that everyone will find in this Code valuable guidelines for how we can best act in the most diverse projects - in Brazil and in the world - with a responsibility to the society that, more and more, demands efficient and ethical organizations. The Code should be considered as a working instrument to be incorporated in all our fronts of action.

Collegiate Board


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1. SCOPE

This Code of Ethics and Conduct ("Code") is applicable to FALCONI Consultores de Resultados and its subsidiaries and / or affiliates, individually or jointly, treated in this Code as "FALCONI", as well as to its directors, directors, partners, consultants, employees, trainees, contracted suppliers and partners ("Employees").

Suppliers and contracted partners must respect the standards and values set forth herein, without this constituting or can be construed as employment relationship. Further clarification regarding suppliers and partners should be found in the own contracting policy of suppliers and partners.

2. INTRODUCTION

FALCONI Consultores de Resultados is an institution dedicated to the development and diffusion of management methods and techniques aimed at achieving results in organizations.

FALCONI has in mind the satisfaction of its external and internal customers, treating them with attention, courtesy and respect, seeking to respond to their requests in the best possible way, always acting in an ethical manner.

The purpose of this Code is to guide and clarify the conduct and posture we expect from our Employees, as well as to help prevent, detect and remedy any act potentially damaging FALCONI or its role in society.

It would be impossible for the Code to predict all situations that may occur, so if you have any doubts about the standards listed here or your application, please do not hesitate to contact your superiors. The entire structure of FALCONI is committed to the terms of the Code and its implementation in an efficient and ethical manner.

Our Belief

More efficient management organizations build a better society.


Our Mission

Help organizations build exceptional results by improving their management system.

Our Dream

Be the best management consultant and be among the top ten in the world.

Our values

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- **Meritocracy** - We believe in people. We acknowledge and reward your contribution with impartiality and impartiality, so that they can grow and make our organization grow together.
- **Obstination by results** - The result we deliver to our customers is our greatest publicity. We ensure that the goals are challenging and achievable with the attitude of always seeking the maximum, acting ethically. There is no right way to do something wrong. We dream big: our constant dissatisfaction is what moves us in the permanent search for the best results.
- **Transparency and openness** - Being transparent and ethical is an act of respect for others. We promote a culture of confronting facts with respect and demonstrate stature to make difficult decisions based on truth.
- **Discipline** - We act with discipline in the method to guarantee the quality of our deliveries. We respect the deadlines, expectations and time of colleagues, partners and clients.
- **Owner attitude** - To act as owner is to have a sense of urgency and always strive for excellence. Never be satisfied and comfortable because you think you have reached it. It is not accepting something bad, nor admitting that wrong means justify the ends.
- **Learning and teaching** - We are an organization that functions as a permanent flow of knowledge. We know that nobody knows everything. We only have group value. We enable constant learning, we teach and we are open to learning.
- **Good mood** - We take pleasure in what we do and use good humor appropriately to open doors and facilitate relationships, either with the internal staff or with the clients.
- **Simplicity** - Seeking the simple is the challenge of letting go of overeating, reworking and staying focused on what is really essential and easy to understand, applicability and driving. What is simple remains.

This document has as main objective guiding our actions and decisions, from the mundane to the more complex ones. Its content is based on our values, which are reinforced at every stage of our history.

This code presents some precepts and expects its employees to exercise some specific behaviors.

3. FALCONI AND ITS COLLABORATORS

3.1 Ethical conduct

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All issues directly linked to FALCONI's relationship with society are based on ethics. One should not practice any activity that potentially harms our fellowmen today or at any time in the future. Ethical behavior will underpin the entire structure of FALCONI.

3.2 Reviews and Suggestions

Employees are free to make suggestions and complaints in an open environment that encourages them to develop initiative, creativity and nonconformity as a means of preventing accommodation, stagnation, disinterest, and inappropriate behavior. FALCONI is open to constructive criticism and suggestions that contribute to the improvement of services and are in line with the institution's objectives and values.

3.3 Practice of dialogue

The constant practice of dialogue is an important way to harmonize the interests of employees with the objectives of FALCONI. Frankish and sincere dialogue must be exercised by everyone in the institution.


3.4 Complaints

Any suspicions about irregularities, unethical conduct or breaches of existing laws should be reported through the Complaint Channel or brought to the attention of the responsible Compliance Program. Whenever possible, the employee should collect facts and concrete data that indicate the occurrence of irregularities, but the mere suspicion should already be reported by the available channels of communication, so that it is properly investigated, in line with the company's responsibility to society.

No retaliation or punishment will be tolerated against employees who report denunciations. The anonymity of the employee and the confidentiality of the case will be guaranteed, in accordance with the legal rules. All conduct that is inappropriate for the work environment or FALCONI values will be investigated immediately.

3.5 Praise and Warning

Praise is a way of guiding employee performance and recognizing their effort, dedication and ability to work. The compliment can be formal or informal, done verbally, being able to be public and extend to the work team. The verbal warnings must be reserved and made in a constructive way, with the concern of not reaching the dignity of the collaborator in a negative way. It is good practice to publicly praise and admonish privately. In addition, ethical and respectful treatment among leadership and other employees

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should always prevail in a climate of education, professionalism and impartiality.

3.6 Rating

Everyone has the right to know how they are doing, measured by formal or informal assessments, which should clarify the points to be developed. It is the responsibility of the leadership to provide such information and guide the employee's performance.

3.7 Merit

Merit is the privileged factor of progress of the collaborator. FALCONI will stimulate the professional and cultural development of its employees, recognizing and rewarding individual contributions focused on growth and consonant with FALCONI values. The selection and retention of talents will obey ethical criteria that will exclude prejudices or favors. FALCONI's salary policy seeks to preserve remuneration and benefits at appropriate levels and at a competitive level in relation to the labor market.

3.8 Tolerance to errors

Mistakes can happen. What really matters is figuring out the cause (s) of the error so that it can be corrected and not repeated for the same reasons. Honest mistake is investment in training.

The repetition of errors resulting from carelessness, negligence or disinterest requires special attention and rigorous correction.


4. COMMITMENT TO PROFESSIONAL INTEGRITY

4.1 Discrimination

FALCONI repudiates discrimination of color, race, religion, political ideology, sex, age, physical, social, professional or other reasons. Employees who may suffer discrimination or suffer harassment, sexual abuse, disrespect or pressure to work with fear, should report the case through the Complaint Channel and / or the person responsible for the Compliance Program of FALCONI. The denunciations made by the Employees will be duly investigated, with guarantee of the anonymity and no retaliation to the denouncer, in accordance with the pertinent legislation.

4.2 Responsibility

In case of non-compliance with any provision of the Code of Ethics and Conduct or the Policies, Standards and Compliance Procedures in force, those

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responsible will be subject to appropriate sanctions, from verbal warning to dismissal for just cause, under the terms of the Law.

4.3 Rumors

Rumors compromise the image of FALCONI and who transmits them.

Before passing on any report, seek to know, with your direct leadership, or with the various service channels available, their origin and truthfulness. In case of doubt, the correct attitude is to wait for official information from the institution.

4.4 Work environment

The institution is constantly seeking to improve the quality of the work environment, aiming at safety, hygiene, health and the well-being of employees. To the employee, it is up to the maintenance and zeal for these conditions.


4.5 Posture

FALCONI expects its employees to convey an image of care with the appearance, cleanliness and suits appropriate to our business.

Smoking, alcohol, drugs, gambling, money-laundering and any violations of existing legislation will not be tolerated in the workplace.

4.6 Misuse of the condition of being linked to FALCONI

FALCONI employees are prohibited:


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- 4.6.1 Accept or supply gifts, except those clearly identified as free distribution (gifts), with no commercial value that, in general, have a brand or advertisement, and which have a maximum value of 100 reais. Objects that exceed this value must be rejected or returned. Additional clarifications are available in the FALCONI Gifts, Gifts and Hospitality Policy;
- 4.6.2 Obtain or offer a privileged price in the acquisition of goods or the contracting of personal services;
- 4.6.3 Make reference to the link with the company to reinforce complaints to individuals or organizations. This prohibition also includes the use of FALCONI letterhead in personal correspondence, ask people to look for it in the workplace, etc;
- 4.6.4 Accept or make invitations to / from private or public companies for travel and stay in hotels or similar;
- 4.6.5 Exercise, in the workplace and during working hours, activities other than those to which he is regularly subject in function of his work;
- 4.6.6 Use FALCONI telephones or other means of communication routinely for personal matters;
- 4.6.7 Use FALCONI computers and electronic communication systems for purposes other than professional or unethical;
- 4.6.8 Install software without the authorization of the responsible IT sector;
- 4.6.9 Use taxi services on behalf of FALCONI without the authorization of the immediate supervisor;
- 4.6.10 Use privileged information of a restricted nature to FALCONI for its own benefit or that of third parties, which constitutes administrative and penal infraction, subjecting the violators to the consequences provided by law;
- 4.6.11 Participate in political activities on behalf of FALCONI. The employee is allowed to participate in political activities in his own name, provided that his activities in FALCONI are not affected.

4.7 Indication of candidates for recruitment and selection process

- 4.7.1 In our employee selection processes, we do not allow the hiring of relatives, therefore, no indication of family members should be made. Relatives are understood as: spouse, children, siblings, father and mother.
- 4.7.2 4.7.2 Indications of other candidates without family ties may be made, however, all candidates will be submitted to all stages of the selection process, without any favor or privilege.

4.8 Readmission of employees

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The re-admission of former FALCONI employees will only be allowed after an evaluation process, based on the former employee's background, conducted by FALCONI's Board of Directors.

5. INFORMATION RELATED TO THE ORGANIZATION

5.1 Functional information

Access to information from the functional archive - on employees - is restricted, internally, to authorized personnel. Respect for confidentiality is extended to all information contained in the FALCONI files.

They can only be transmitted externally with authorization of the collaborator to whom they relate, except situations such as confirmation of employment or attending legal investigations or judicial determination. The employee will have the obligation to keep up-to-date the register of personal data in FALCONI.

5.2 Routine information

FALCONI employees should be well informed about the services in order to avoid giving incorrect and incomplete information and clarifications to those who request them, not making statements on matters with which they are unfamiliar. However, in order to avoid leaving the person without the requested information, you should refer to anyone who can do so.

5.3 Relevant information

Only persons authorized by senior management can pass relevant information about FALCONI to outside persons, including the press.


5.4 Information available

The protection of FALCONI's image is the responsibility of all employees. We must be responsible and respectful of information related to the organization, including private conversations and posts on social networks.

6. RELATIONSHIP

6.1 Relationship with third parties

Each employee is a representative of the institution and, as such, their acts in the relationship with third parties will be judged. Courtesy, attention, patience, discretion and ethical behavior in all circumstances are fundamental in dealing with the internal and external publics, aiming at transmitting always the best personal image and the institution.

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6.2 Formalization of relationship between FALCONI employees

The marriage or stable union between two employees of FALCONI will not be allowed, except in case of couples who formalized their relationship before the entry into force of this revision of the Code of Ethics and Conduct of FALCONI.

6.3 Relationship to the environment

FALCONI is concerned with making its activities compatible with protecting the environment and preserving healthy and safe workplaces, and expecting its collaborators to collaborate in this direction, based on the ethical behavior expected of all.

The elimination of waste is a social duty of all. The greater the savings in energy, work materials and other resources, the greater the likelihood that the institution will remain healthy and competitive.

A permanent attitude of concern about reducing costs and eliminating unnecessary waste and waste should be encouraged by all.

6.4 Relationship with the customer

We strive to establish a relationship of mutual trust and service with the highest quality. Through improved management, we help organizations build exceptional results through ethical conduct. We operate in all market segments, serving clients of the private sector and the public sphere, in Brazil and abroad, so we are committed to efficient results through impeccable conduct.


Customer information must be kept confidential so that it is not disclosed to third parties unless it is part of the negotiation and with the consent of the parties.

6.5 Relationship with society

We believe that more efficient management organizations build a better society. We seek open and transparent dialogue with this society, respecting local peculiarities, establishing ethical relations of partnership and trust and stimulating regional development.

7. SECURITY

7.1 Assurance of equity

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The responsibility for preserving the assets of FALCONI belongs to everyone, especially those who have custody of any assets. It is necessary that everyone is aware of situations or incidents that may result in loss, misuse or theft of FALCONI's assets. Occurrences of this nature should be immediately reported to immediate leadership.

Any employee should contribute to keep the dependencies and assets of the company in good condition.

7.2 Information security


FALCONI values the information it has. Any type of attempted possession or alteration of the information will be immediately notified to the person responsible for the FALCONI Compliance Program.

To ensure the security of information, the following basic principles must be respected:

- 7.2.1 Confidentiality: ensure that information is accessible only by those who have access authorization. FALCONI prohibits your information from being the subject of conversations between employees and others. The conversations can be taken by third parties and used improperly against FALCONI;
- 7.2.2 Integrity: ensure that information is not altered or used in an unethical or inappropriate manner;
- 7.2.3 Availability: ensure that authorized users have access to information and associated resources when required;
- 7.2.4 Internet: This electronic medium provided by the company has legal nature equivalent to a working tool. In this way, it is intended for strictly professional and ethical use;
- 7.2.5 Corporate e-mail can not be used for personal purposes. FALCONI is permitted to use "moderate use" of electronic mail for private purposes, provided that ethics, morals and good customs are observed. Citizens' rights to privacy and secrecy of correspondence, constitutionally assured, relate only to strictly personal communication. The corporate e-mail is assigned to the employee and because it is owned by the employer, he is allowed to exercise both formal control and material (content) of the messages that travel through his computer system. Any user of the systems provided by FALCONI has no expectation of secrecy in relation to the communications made.

7.3 Physical security of information

The printed information, which contains some strategic question of FALCONI, should be properly crushed, as soon as they are no longer necessary to the work. Employees should observe, on a daily basis, the custody of all work materials at the end of the working day. It is advised to

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avoid the accumulation of papers and notes with important information about the tables or post-its glued on the monitors and / or pictures. The back of important documents should not be used as a draft. These documents must be crushed.

7.4 Logical security of information

- 7.4.1 Passwords that are easily discovered or decrypted should not be created;
- 7.4.2 7.4.2 The use of computers by unauthorized persons is prohibited;
- 7.4.3 7.4.3 The transfer of personal passwords to other persons is prohibited.

8. DONATIONS TO POLITICAL PARTIES


Legal entities are prohibited from making political donations to any public authority or political party in accordance with the Supreme Court decision of September 17, 2015.

None of the resources, assets, services or facilities of FALCONI may be made available to any candidate for public office in any jurisdiction, political party, or political action committee with the purpose of influencing the practice of any act or decision making by official or public body.

9. FINAL CONSIDERATIONS

In the interpretation and use of this code, common sense and common sense should prevail. The conduct expected in a professional environment and provided for in current labor legislation, even if not described in this code, should be adopted. Managers represent an important channel of information and should be sought, whenever necessary, to clarify doubts regarding the Code of Ethics and Conduct.

Remember: whenever you have any questions and / or suggestions, you can also contact the person responsible for the FALCONI Compliance Program.

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DECLARATION

I declare that I have received the Code of Ethics and Conduct of FALCONI and understand its contents. I am aware that I am obligated to comply with its provisions, principles and standards, without prejudice to other pertinent regulations not expressly mentioned.

I am aware that this code is available on the FALCONI website at the address below, and any questions should be directed to the competent persons.

www.falconi.com/quem-somos/compliance

As a contracted service provider / partner, I understand that my consent to this code and other policies, rules and procedures of FALCONI, during the term of the service / partnership agreement, is not and should not be interpreted in any way of employment contract, fixed-term employment contract, or guarantee of continuity of service provision.

Date: ____/____/____.

Signature: _____.

Readable name: _____.

After reading FALCONI's Code of Ethics and Conduct, this form must be completed, signed and returned to the designated representative within 30 (thirty) days from the date of receipt of the Code. Failure to return it does not affect the applicability of the Code or any of its provisions.