

# Code of Conduct

**Racional**

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OUR ATTITUDES REVEAL WHO WE ARE →

Ethics has been embedded in Racional since our foundation. It is a commitment that drives our actions and attitudes. Today, after more than 40 years of our proud history, the Racional Brand is recognized and trusted. This is the result of our desire to build an increasingly better company.

Therefore, we welcome the initiative to develop this Code of Conduct to disseminate our Values and ethical principles and guide our employees on how the company views and deals with conflict situations. This document provides all Racional's internal and external stakeholders with important feedback to ensure consistency in decision making.

Following the guidelines described in this document means being committed to our Brand. If you are unsure of how to proceed, ask a Racional leader or submit your questions through our Free Channel. Rest assured all your concerns will be dealt with promptly and respectfully. The key thing is not to omit yourself given that the integrity of the company is everyone's responsibility.

I cannot emphasize enough that our best communications come from our attitudes. If everyone behaves according to the Code of Conduct outlined below, I have no doubt that Racional will become an ever more robust, transparent and reliable company. After all, only performance combined with ethical principles can consolidate our reputation, increase our clients' and partners' confidence, and ensure our perpetuity.

Let us all make this a daily practice!

Newton Simões  
CEO and founder  
March 2015

Racional's Values, culture and way of being are expressed through its Fundamentals:

## INSPIRATION

**Ultimately, we are all “workers in construction”.**

This statement conveys the fact that the way we think and relate to each other is constantly changing us. As we acknowledge that “we are all workers in construction”, we are acknowledging our willingness to learn and grow.

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## MISSION

To develop engineering solutions and construct buildings in an innovative and competitive way, thus contributing to a better society.

## VISION

To be the most reliable brand in our market.

## VALUES

### TRUST

We promote experiences that reflect the integrity and skills of our people and the organization. This is the beginning and the end of everything we do.

### AESTHETICS

We express our Principles through our attitude and the organization of our workplace environment. We ensure that form reflects our content.

### SOLUTION ORIENTED

We anticipate the need and seek the solution. Our attitude is the result of solution combined with movement.

### COMMITMENT

We are interested both in the process and the result of our projects. We are driven by the attitude of seeking the success of our projects.









- 4.1. Employees
- 4.2. Clients, Suppliers, Partners  
and Competitors
- 4.3. Society and the Environment
- 4.4. Public Sphere

## 4.1. EMPLOYEES

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People are the lifeblood of Racional and the heart of our business. We seek to provide a suitable work environment for our employees' professional and personal growth and we expect an ethical and collaborative conduct from them which is reflected in productivity and adherence to governance.

### **WE DO NOT TOLERATE VIOLATIONS TO HUMAN DIGNITY, SUCH AS:**

- Moral or sexual harassment.
- Discrimination based on race, age, gender, color, national origin, religion, politics, sexual orientation, physical or mental disability, or any other form of violation.
- Child labor, forced labor or any illegal labor practice under Brazilian law.

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## **WE FOSTER A HEALTHY AND COLLABORATIVE WORKPLACE ENVIRONMENT**

- Employees are free to join any professional, political, religious association or otherwise, provided that they do so in their own personal name and not on behalf of the company, and without interfering with the daily work routine and workplace environment.
- We provide adequate safety, hygiene and health conditions in the workplace.
- We respect the diversity of opinions and provide communication channels to allow the exchange of ideas between different areas and hierarchical levels.
- The relationship between employees should be cooperative, friendly and professional.
- We value punctuality and refrain from using cell phones and laptops at meetings as a form of respect and discipline to foster productivity.

## **WE VALUE EMPLOYEE PERFORMANCE AND GROWTH**

- We uphold meritocracy to hire, promote and reward our employees.
- Each employee is responsible for their own growth. We promote their development process through evaluation tools and feedback.
- Employees should be committed to the improvement of the following organizational skills: self-development, interpersonal relationships, focus on results, change management, and adherence to our Values.

## 4.1. EMPLOYEES

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### WE AVOID CONFLICT OF INTEREST

- Upon being hired and while in an employment relationship with Racional, employees who have a direct family relationship with a supplier, partner or other employees of the company must notify this to the management so as to ensure there is no conflict of interest and their adherence to the Personnel Management Policy.
- No hierarchical relationship between relatives is allowed. Employee contracts must comply with the guidelines set forth in the Personnel Management Policy.
- Employees may not engage in activities that conflict with Racional's goals and business, nor hold any economic or financial interest in a competitor, client or supplier.
- Employees are not allowed – particularly in respect to their position held in the company – to request or receive any undue benefit or unfair advantage from those with whom they have a business relationship, or use any third party for this purpose.
- All employees, regardless of their hierarchical level, shall preserve the integrity of their decisions without using their position or influence to favor personal interests or the interests of a specific group over the company's goals.
- Suppliers undergoing a selection process or with active contracts with Racional should serve the company only and should refrain from handling employee's personal requests.
- Only gifts of a token value should be accepted by employees and such gifts should not create any kind of influence on the decisions made by the employees related to their business activities and functions.
- Technical trips paid for by clients or suppliers should be assessed from a conflict of interest perspective.
- In case of doubt whether a specific situation not described in this Code of Conduct should be viewed as a conflict of interest, employees should ask their leader or submit their question through our Free Channel.

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## WE PROTECT THE COMPANY'S ASSETS

- Information about Racional, its clients, suppliers, partners and employees should be dealt with confidentiality and its disclosure restricted to professional activities authorized by the company. Such information is Racional's property even though it may have been developed by the employee in the workplace.
- Any equipment, communications systems or assets owned by Racional should be used strictly in its interest, while adhering to internal policies.
- The way we behave, present ourselves and communicate, even in informal settings, should reflect the care that we show towards Racional's reputation and image.

## HOW WE BEHAVE AND INTERACT WITH THE NEWS MEDIA AND SOCIAL MEDIA NETWORKS

- To honor Racional's confidentiality commitment to its clients, all requests for disclosure of information to journalists and contact with them must be previously approved by Corporate Communications.
- Employees should not make public statements to the media on behalf of Racional unless they are duly authorized to do so, whereas only designated spokespersons are allowed to speak on behalf of the company.
- When expressing a personal opinion to the media, employees should take into account that the media is public space and even when they don't speak as a company representative the content of their message may damage Racional's reputation.
- Images of construction works being carried out by Racional may not be disclosed without previous approval by the Corporate Communications area with the company's client.

Racional understands these stakeholders as members of its Market strategic dimension and as structuring elements of its entire operation.

The company seeks to establish relations with its clients and suppliers under a long-term perspective by negotiating fair deals that meet the interests of all parties.

Racional bases the relationship with its competitors on ethics, mutual respect, good business practices and compliance with antitrust principles.



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- We manage economic, financial, social and environmental risks and we are committed to the adoption of appropriate measures to eliminate or mitigate the risks involved.
  - All employees should endeavor to protect the integrity of the image, assets and intellectual property of those with whom we maintain business relations. We expect the same from our partners and competitors.
  - We publish accurate and reliable records that represent faithfully the transactions we carry out and their economic and financial condition. We disclose those records in a transparent and comprehensible way in accordance with applicable laws.
  - Negotiations with suppliers and clients should be based on clear criteria and selection objectives guided by Racional's policies and procedures.
  - Any action considered to be anti-competitive, monopolistic or contrary to good market practices will be rejected.
  - We shall not maintain business relations with companies that use child labor, forced or compulsory labor.
  - We consider as unfair trade practices improper or questionable payments and granting of undue advantages.
  - Any illegal method to obtain information about our competitors is prohibited.

We recognize the interdependence between our company and society, which is why our Mission is to act in order to contribute to a better society.

Therefore, we incorporate the concept of sustainability into our operations and we are aware of our commitment to the future and to doing business in a responsible and innovative manner.

- We seek dialogue with the neighboring communities to our construction sites in an effort to harmonize their interests with ours.
- We promote and support initiatives aimed at social development.
- We carry out actions that minimize the impact of our operations on the environment and neighboring communities. We also expect the same conduct from our suppliers.
- We comply with environmental laws and rules, while seeking efficiency in the use of natural resources.
- We fund donations and sponsorships in compliance with the law and in line with Racional's strategic positioning. Funding initiatives are undertaken by the Communications and Sustainability areas.

Our relationship with government authorities is guided by a collaborative and transparent approach to ensure neutrality in the conduct of our business consistent with our commitment to legality.

- Active and passive corruption is absolutely intolerable, as are extortion, bribery and money laundering and any other criminal conduct.
- We do not make any form of payment or contribution to city, state, or federal personnel working in public administration bodies in exchange for benefits of any kind, whether commercial, tax or labor.
- Communication with government departments and delivery of information and documents to those bodies must be carried out by authorized Racional employees.
- Any contribution to political parties or candidates must comply with the conditions prescribed by law upon previous authorization by Racional's Executive Committee.



Racional Engenharia Code of Conduct was approved by the company's Advisory Board and should be adopted by all its employees and suppliers and shared with other company stakeholders.

**RACIONAL'S ETHICS COMMITTEE IS RESPONSIBLE FOR MANAGING THE CODE OF CONDUCT AND FOR THE FOLLOWING DUTIES:**

- Define and disseminate the values and ethical principles that guide the company's professional conduct and its employees' behavior.
- Assess the occurrence of violations of the principles set forth herein and decide on appropriate action.
- Reduce the subjectivity of personal interpretations of the moral and ethical principles described in this Code.
- Ensure response to violations of this Code and guarantee the confidentiality of information.
- Meet regularly to review and update this Code, while seeking its continuous improvement.

Each employee's commitment to the guidelines outlined in the Code of Conduct is the yardstick to Racional's strength and perennity. This means that if we are faced with a doubt, fact or suspicion of violation of a company guideline, law, rule or standard, it is our duty to report it immediately.

Questions or reports of violations to this Code of Conduct should be directed to Racional either through leaders of the areas or our Free Channel:

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**Hotline: 0800 702 2312**  
weekdays from **8 am** to **5:50 pm**

**E-mail: [canal.livre@tmf-group.com](mailto:canal.livre@tmf-group.com)**

Online form from our website  
**[www.racional.com](http://www.racional.com)**

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Those who report violations to the Code of Conduct are entitled to remain anonymous, whereas those who identify themselves will have their confidentiality respected and be given follow-up and feedback.

Any act of reprisal is a violation of Racional's guidelines. However, those who report violations should do it in good faith.



