



# ETHIS AND CONDUCT CODE

ASTRO NAVEGAÇÃO LTDA

(rev. Jul 2017)

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## **PURPOSES**

Our Ethics Code aims to provide a clear understanding about the conduct that guide our business and relationships, and must be present in the daily exercise of our activities by the Company, expressing our commitment and respect to:

- The honest and ethical conduct before situations of conflict of interest among personal and professional relationships;
- The appropriate, accurate and correct information of documents kept and disclosed internally or in different media;
- The compliance with the laws, rules and regulations applicable to our business, including the Anti-corruption Law<sup>1</sup>, nº 12846 of Aug/1/2013;
- The immediate manifestation of any proven violation of this Ethics and Conduct Code;
- The focus on the customer and the market;
- Our reference of value and quality of services;
- Being a forward-looking organization and proud of its traditions.

The principles of this code apply to all stakeholders of the company, including service providers and consultants, extending also to suppliers. The commitment to these guidelines is an essential condition so we can all be tuned in the same objective and represents, first of all, the accession and shared responsibility of all in defense of the best interests of the company.

### **<sup>(1)</sup> Anti-corruption Law – The Integrity Program**

In the development of its activities, Astro Navegação acts in strict compliance with all applicable laws, including the Law of 12.846 August 01, 2013 - Anti-corruption Law, which provides for the administrative and civil liability of legal persons for the practice of acts against the public administration, national or foreign.

Astro Navegação confirms its duty to combat corruption through the implementation of the "**Integrity Program**".

This program is based on the following commitments:

- Combat corruption;
- Act with ethical values and principles of conduct in relation to employees, suppliers, shareholders, government agencies, and with the market in general;
- Acting with social responsibility (contributing to a fairer society both at the internal level-employees, shareholders, etc – and at the external level – community where we operate, business partners, environment, etc.;
- Look after the environment;
- Keep our accounting database reliable, faithful to the reality of facts;
- Comply with the laws and regulations in force in the states and countries in which we operate;
- Maintain an accessible channel for complaints, so that employees can report any breaches of this code of ethics or of the Integrity Program

For more information about the Integrity Program, please refer to the specific document "**Astro Navegação Integrity Program**", available on the corporate network.

## **AMPLITUDE OF THE CODE**

Reading and assimilation of this Code is the obligation of every employee. All other directly involved in public business activities of the company will be informed about the importance of their adherence to the principles presented here. Each manager is responsible for supervising and guaranteeing the procedures, to ensure the knowledge and dissemination of the ethical principles applicable to internal and external relationships.

In this sense, the manager must establish and maintain clear channels to hear and act on matters relating to possible violations of this policy and of the ethical practices of the company's business. Our Code is not intended to be a comprehensive guide to all situations and cases that might happen. The internal regulatory instruments complement the principles expressed here. In case of questions regarding the application of these principles, the immediate leadership is the first path to advice on ethical issues.

## **PRINCIPLES AND VALUES**

The commitment to customer satisfaction and excellence of our activities is the key aspects to support the principles and values of Astro Navegação.

We do business and we work guided by a profound sense of ethics, expressed by the moral conduct of our actions, as a citizen company, reconciling the interests of all involved - society, customers, suppliers, shareholders and employees – valuing the human being in all those relationships.

### **"Be aware of the principles underlying the Code:**

- Respect
- Honesty and Integrity
- Humility and Courage
- Commitment to Quality
- Responsibility
- Clarity and accuracy in information disclosure
- Preservation and maintenance of the environmental condition "

## PRESERVATION OF INSTITUTIONAL REPUTATION

The Astro Navegação reputation is the result of a collective process, built with dedication and hard work. Therefore, we are all responsible for the preservation and improvement of the reputation of reliability and credibility built over the

**“It is essential that all employees and services providers strive to build and preserve daily the reputation of the company as their most important asset”**

years of existence of the company. This is a fundamental task to continue on the path of excellence and build a better future for customers, employees, shareholders and communities where we operate.

The reputation of the company and its trademarks must be built and preserved on a daily basis by all employees and service providers as its most important asset. Any individual or collective action or attitude that undermines our reputation and credibility will be considered serious violations and will imply in severe measures.

## **VALUE CONDUCTS**

### **Before the Community**

The company invests in the preservation and sustainability of the communities in which it operates and works in partnership with government agencies and other groups or social programs that contribute to the development of these communities, providing job opportunities and social participation.

All employees and contractors must act responsibly and in accordance with the ethical principles in defense of the image and reputation of the company, always and whenever participating in activities with the community.

### **COMMUNITY**

- Promote and maintain the good reputation of Astro Navegação and its business.
- Value diversity among people, respecting the differences among colleagues, suppliers, service providers and customers.
- Repudiate and avoid any manifestation of moral and sexual harassment or social, racial and religious discrimination, under any circumstances, involving employees, customers, suppliers and service providers.
- Keep the directors of the company informed of any matters that may involve the Company in reputation risks.
- Comply with all laws and any other applicable requirements to its activities

### **Before the Customers and Suppliers**

The company is proud to have a strong and respectful relationship with their customers. This relationship is the key to our success, so we ensure permanently the quality of our services to the commercial practices.

All decisions concerning the company's relationship with customers will be treated impartially and free from prejudice of any kind, strictly obeying the laws and regulations established by law and this Code.

The company will maintain any information received from its customers restricted to the people involved, with the compromise to safeguard their physical and moral integrity.

The suppliers are an important part of the company's business, so they must be adamant in the production, delivery and practice of the contracts signed, serving ethically the confidentiality of the information and the commercial conditions established.



The company will ensure the highest ethical practices in the selection, negotiation and management of all business activities, dealing with respect for all, without privileges or discrimination of any kind, regardless of the volume of business with the company.

All employees must comply with the contractual and commercial conditions, as well as safeguard the confidentiality of the information established between the company and the suppliers, as well as the suppliers also agree to uphold the conditions of mutual confidence regarding the confidentiality and contractual guarantees under penalty of breaking trade relations.

The company doesn't admit that, in dealing with suppliers, an employee or service provider obtains any personal advantage through the influence of his/her position in the company.

The company prohibits offering gifts (except the ones considered symbolic) or hospitality for its clients and commercial partners.

If an employee hears about any ethically dubious practice of a supplier, he/she must immediately report to his/her immediate superior.

### **Client and Suppliers**

- Preserve a transparent and respectful relationship and ensure fair treatment to all customers and suppliers.
- Our relationships with customers and suppliers are based on the quality, reliability, competitive pricing, technical criteria and deadlines compliances.
- Manage conflicts of interest appropriately, including refusing to hire services if necessary

### ***Can I receive gifts?***

Symbolic gifts of no commercial value may be accepted (promotional material with supplier's logo, ie, calendars; shirts; hats; CD; books).

Any other presents or gifts that do not have the characteristics of a symbolic gift must be refused, and the fact must be reported immediately to your supervisor. If in doubt, clarify with your immediate superior.

If by any chance something outside of the above definitions is received by an employee, the fact must be reported immediately to the immediate superior and the item in question must be returned, given away or raffled among employees, in accordance to the understanding of the directors of the company.

### **Before the Organization**

- Ensure that all communication is clear, transparent and precise;
- Act honestly and fairly in contacts and negotiations;
- Acknowledge, comply with and enforce internal policies and procedures observing the highest standards of integrity and conduct of value in business relationships;
- Keep internally and externally a reserved stance in relation to matters pertaining to the company;
- Make and approve expenses in accordance with the regulations in force;
- Maintain confidentiality, do not disclose nor use unduly or for his own benefit any sensitive information;
- Be aware that the organization, as the owner of all the information generated or received through its resources, can audit e-mail messages, files and access used. Similarly, the organization is committed to ensure the protection and appropriate confidentiality of the information of its employees;
- Use the organization's resources rationally in business-related activities;
- Report to the Manager, Manager of the Legal Department, or Director any fact or information obtained externally or internally, which may affect negatively the organization. The facts motivating communication, regardless of hierarchical level in the organization, will be well received through the e-mail [ouvidoria@astromaritima.com.br](mailto:ouvidoria@astromaritima.com.br). This email is run by the Ethics and Conduct Committee (formed by the Director of HR and the Manager of the Legal Department), which ensures absolute confidentiality of the information reported by this channel, as well as their careful analysis;
- Alert the colleague involved in relevant irregular situations so he/she can correct itself, but, if the irregularity persists, communicate immediately to the immediate superior;
- Act with due skill, care and diligence in the development of professional activities;
- Communicate formally the Manager the exercise of external function or the opening of/society in another company;
- The areas institutionally responsible for external communication are the Executive Committee and the Manager of the Legal Department. In any

situation of external request of representation or communication on behalf of the company, it will require the approval of the Executive Committee;

- Seek constant personal development and improvement of professional skills.

### **Before the Employees**

The ethical integrity of our employees and service providers is the main requirement for the competent exercise of our professional activities and important differentiators for the excellence of our business. Accept, respect and treat everyone as equals, with education, cooperation and consideration is a fundamental condition for the realization of our goals. Therefore, the conviviality in the workplace must be based on ethical conduct of all employees, contractors, suppliers, shareholders – regardless of hierarchical position.

Astro Navegação considers the exercise of transparency in relations with its employees, a key issue for the construction of an environment of mutual trust and responsibility at all levels. So, communication policy emphasizes the internal public access to information related to the company, the business and the actions of human resources. It is the leadership role to use the internal communication channels available to keep their team up-to-date.

The preservation of the health and physical integrity of our employees and the promotion of quality of life in our work environment is essential. All employees, contractors and suppliers must ensure safe and healthy working conditions, committing themselves with the procedures and instructions that preserve the safety and health, complying strictly with the laws and internal rules concerning Medicine and Work Safety.

Thus, the company, with the purpose to ensure maintenance and transparency about these commitments and to avoid suspicion of favoritism in its employees recruitment, selection, development, evaluation and dismissal procedures, adopts the following practices:

- The company is committed to the Human Resources policies based on justice, transparency, impartiality and professionalism, offering equal employment opportunities to all those who are part of the company;
- The company does not admit, in any hypothesis, the exploitation of child labor and reserves the right not to contract or have business relationships with organizations, and entities or institutions that adopt this practice;

- The company does not admit, in the processes of recruitment and selection, training, compensation, other classification protected by federal, state or municipal laws; communication, promotion, transfer, or any other factors related to job performance, any form of discrimination concerning race, gender, sexual orientation, color, religion, age, ethnic origin, physical or mental and/or any disability;
- The company does not admit any conduct that can create a hostile work environment, intimidating and offensive; so, any attitude or conduct which is configured as offensive to the moral or physical integrity – such as moral and sexual harassment - will imply in severe penalties;
- The company does not admit that the employees obtain any courtesy deriving from his/her position or function, whether in the form of gifts or financial compensation;
- The company does not admit that employees receive any personal benefit deriving from the privilege of information in work situation;
- The company does not admit alcoholic beverage and illegal drugs consumption, as well as being under the influence of these during the journey and/or in the workplace;
- The company does not admit that relatives: parents, spouse, children, siblings, grandchildren, grandparents, brothers and first cousins to work under the same coordination/management;
- Possible situations of employment remuneration outside the Company must be analyzed and have written approval from the immediate leadership and Director of the area, as long as the nature of the work is distinct from that exercised in the company, the activity is not carried out during the period of work and do not compromise the professional performance for which he was hired by the company;
- Possible participation in societies should be communicated formally to the immediate leadership and Director of the area, before the constitution of the company and/or society or upon his admission;
- Whenever the employee is representing the company, in a professional or social situation, he/she must honor the principles of honesty and integrity expressed here, not adopting postures or attitudes that may compromise the image, reputation and interests of the company;
- The company's bond with his collaborators is sustained by ethical relations, so it is expected that the same are maintained in situations of harassment of Astro

Navegação professionals by competitors or not. The acceptance by an employee of the company to participate in a selection process or the acceptance of job offer in other companies is a personal decision. From the employee, it is required confidentiality in dealing with information about the company. From the leaders, the company requires management of the internal environment, preserving it from collective discussions around the subject.

### **Before the Government Agencies/Institutions**

The company maintains the highest level of integrity in relation to government representatives. The representatives of the public agencies duly identified by credentials receive professional and impartial treatment, making it available to them, whenever requested, the information, data and relevant records required by law.

The participation in tenders and the execution of administrative contracts are situations that present a significant risk of occurrence of frauds and corruption. The 5<sup>th</sup> article of the 12.846 Law of aug/1<sup>st</sup> /2013 brings various injurious acts to the public administration related specifically to these points.

- Astro prohibits acts of promising, offering or giving, direct or indirectly, undue advantage to a public agent, Brazilian or foreigner, or to a person related to him/her;
- Astro prohibits offering gifts or hospitality to public agents;
- Astro prohibits fraud practices in tenders and contracts with the Government, Brazilian or foreigner;
- Astro prohibits offering undue advantage to a bid competitor;
- Astro prohibits any embarrassment to an action of an inspection authority.

Any matter of relationships with Government Agencies or Institutions must be taken to the knowledge of the directors of the company.

**Before Charity Institutions; Social Programs; and Political Parties**

The distribution of sponsorships, gifts\* and donations can be used as means to camouflage payments of undue advantages to a public agent. Therefore, it is essential that the company knows the institutions and the people that receive such benefits, be alert to their eventual links to public agents, and monitors very attentively the results of such practices.

Any matter of relationships with Charity Institutions; Social Programs; and Political Parties must be taken to the knowledge of the directors of the company.

\*symbolic gifts, as described in section *“Values of Conduct – Before Clients and Suppliers”*, can be distributed once approved by the directors of the company.

### **THEFT AND/OR MISUSE OF COMPANY ASSETS**

All employees and contractors are responsible for the use, maintenance and protection of the company's assets, such as its premises and equipments.

It is the manager's responsibility to establish and communicate to his/her employees the policies and procedures necessary for the adequate preservation of the physical and material resources of the company.

No employee or service provider can take ownership of assets or funds from the company, nor use them for their own benefits. The removal or unauthorized use of material, physical goods or equipments belonging to the company is considered an illicit act and liable to enforcement.

No employee or service provider can benefit from the work situation for ordering or obtaining physical or financial resources for personal or private interest, such as product marketing, raffles, or lists of any kind.

## **USE OF THE INFORMATION**

The documents – contracts; financial and accounting records; reports of any nature; projects; opinion surveys; commercial and marketing plans; and information management programs – are property of the company and can not be used released or used outside Astro Navegação. The disclosure or usage outside Astro Navegação, without proper authorization, may result in civil and criminal penalties.

All programs, plans and projects, developed or created during the time of activities in the company belong to Astro Navegação. This material may only be removed or released while on duty and on behalf of the company and must be returned and kept in the Astro Navegação archives.

Each employee and services provider must ensure that proprietary information of the company stay properly protected and cannot be accessed by unauthorized personnel.

Conferences, lectures and presentations related to the company or containing information about its activities may only be carried out by prior authorization from executive management.

Any external or employees request for academic work with focus in the company activities, provided that they do not relate to strategic information, must be authorized by the directors.

All employees are responsible for safe and accurate information contained in the records and documentation that give support to the activities of the company, and therefore, must ensure the correctness and suitability of data, and should maintain and safeguard all documentation according to established procedures and the requirements of the policy of control and protection of the assets of the company.



## **USE OF ELECTRONIC MEDIA**

The features and electronic communication equipment (telephones, computers, *software* etc) are company's assets for the exclusive use of its interest. The company reserves the right to control and monitor access to Internet, telephony, to corporate emails and all equipment connected to your system.

All the information of the company liable for disclosure is available on our website <http://www.astromaritima.com.br>, therefore it is not allowed to transmit via the Internet any information or internal confidential document.

Each developer and service provider is responsible for sending, maintenance and protection of data, files or other materials – such as software and hardware – from the electronic information system of the company.

All who make use of the Internet and Intranet as a means of communication should do so on their own behalf, never as someone else, not admitting the use of any other password except their own.

Any software that does not comply with company policies or licensing agreements and copyrights applicable to every situation can be added to the company's electronic communication system. It is not allowed to transmit files, images, interactive games, or messages that are not of interest to the company.

Any employee or service provider must use the available electronic communication resources only and exclusively for professional purposes, within the legal requirements and in accordance with the ethical principles of this Code. Therefore, you should not transmit defamatory comments, use languages, images or files that are offensive or induce any form of discrimination.

## **Intellectual Property**

The employees must protect and safeguard the ideas, programs, plans and projects designed by the company or developed by collaborators when and during the time of hi/her professional link.

## **ENVIRONMENT**

The company will act in all localities where it develops business activities in order to protect the environment. All employees must conduct its operations, its projects and its services in accordance with applicable regulations:

**“Employees should worry about performing its activities with respect for the environment, always trying to follow the standards sanitary permits and regulations in order to never harm the natural balance.”**

- Using natural resources without any harm to the environment;
- Storing and discarding waste in accordance with the sanitary Norms and Regulations;
- Using recyclable materials, whenever this is feasible;
- Encouraging the recycling of materials, whenever this is feasible;
- Designing new facilities and reforms in order to integrate, without harming the natural balance of the environment;
- Selecting raw materials and manufacturing processes whose negative impact on the environment is minimal;
- Installing control equipment and preservation of the best environmental conditions, in order to ensure minimal air, noise and visual pollution.

### **NOT IN CONFORMITY WITH THIS CODE:**

- Receive compensation of any kind from a third party that trades with the company;
- Use for their own benefit, for the benefit of relatives or companies of which he/she is part of, of privileged information obtained internally, that might offer opportunity of business agreements;
- Disclose his/her personal passwords or let others use their access to information;
- Request third-party influence to obtain promotions, commissioning or transfers;
- Access, view, store or disclose prejudiced, pornographic or erotic material during working time or by using the resources of the organization;
- Use the organization's resources to support directly or indirectly any political party or candidate without the formal position of the Executive Committee. Similarly, political activities are prohibited during the workday. The political activities of employees will always be of personal nature, never in the name of the organization;
- Speaking on behalf of the organization or to express opinion about the company on any public media such as in interviews, questionnaires and phone calls, without having been authorized by the Executive Committee. Faced with such situation, the employee must direct such demand to key personnel that are prepared to handle the situation professionally and appropriately;
- Disclose, spread, broadcast pictures, e-mail messages or any information to the Press or any other person or institution without prior authorization of the directors of the company.

### **THE MANAGEMENT OF THIS CODE**

The management of this Code is responsibility of the members of the Ethics and Conduct Committee (formed by the HR Director and the Manager of the Legal Department). The tasks of this Committee are:

- Stimulate the adequacy of practices, policies and procedures to the ethical principles of Astro Navegação;

- Continually assess the norms contained in this document and, if necessary, update them;
- Ensure the execution of the Astro Navegação Integrity Program;
- Analyze situations of potential violation of the Ethics and Conduct Code or the Integrity Program;
- Take to the knowledge and deliberation of the directors any possible violation of the Ethics and Conduct Code or the Integrity Program;

**It is stated that no punitive or coercive measure will be taken against an employee and/or contractor that, knowingly acting in good faith, reports acts or evidence of possible violations of this Code.**