

CODE OF  
**ETHICS AND CONDUCT**







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# A WORD FROM MANAGEMENT

We present the third edition of our Code of Ethics and Conduct. An important management tool that contributes to the communication of relationships, organizational behavior, ethical position and professional integrity, to be reflected in the relationship of our professionals with various audiences.

In our activities, we create relationships with different audiences and it is essential that all these relationships are guided by respect, ethics and transparency, and in strict compliance with the laws, regulations and business practices required.

Through this Code, we build and detail the main attitudes that are expected of our employees and other audiences with whom we relate. It reinforces concepts and brings direction that contribute to acting responsibly, observing relevant legal issues and focusing on ethical conduct indispensable to the business.

As leaders of our choices and actions, we are committed to following this Code and we invite you to engage in this Code and establish relationships based on transparency and trust.

The Directors



# ORGANIZATIONAL GUIDELINES

## MISSION

**DEVELOP, PRODUCE AND SUPPLY COMPONENTS AND SYSTEMS FOR AUTOMOTIVE VEHICLES, FOR ORIGINAL AND SPARE PARTS SEGMENTS, GENERATING VALUE FOR THE BUSINESS, CUSTOMERS AND SOCIETY.**

## VISION

**TO BE AN INSTRUMENT FOR SUSTAINABLE PROGRESS THAT WINS THE PREFERENCE OF OUR CUSTOMERS AND THE PRIDE OF OUR TEAM, THROUGH INNOVATION, QUALITY AND OPERATIONAL EXCELLENCE.**

# VALUES

## COMMITMENT

Sense of belonging to the organization, hard work, responsibility. "THE WHOLE IS MORE IMPORTANT THAN THE INDIVIDUAL." (KANT)

## SINCERITY

Act with honesty, transparency and respect.

## INTEGRITY

Ensure honesty, legality, ethics and fairness in all our relationships, at all times. "THERE IS NO RIGHT WAY OF DOING SOMETHING WRONG." (KANT)

## SENSE OF URGENCY


This is a key characteristic of winning companies and individuals. Agility, proactivity, rapid implementation and calculated risks are expectations of our customers and shareholders.

## ENTREPRENEURIAL SPIRIT

Constantly identify and implement innovative paths and solutions with creativity and always keeping in mind both the internal and external customers' needs.



# PRESENTATION



The ZEN Code of Ethics and Conduct presents employees expected behaviors for the relationship with audiences by which we are linked, such as suppliers, service providers, customers, the community and government. On the other hand, we also encourage the application of these guidelines by those who develops relationships with our company, in order to ensure mutual respect and the creation of a transparent and ethical environment.

To facilitate the understanding, this Code of Ethics and Conduct is organized by audiences and topics of interest. Each chapter clarifies how we should behave according to the context involved. Our practices are periodically reviewed and this document is the result of a process of continuous improvement.

**In this 3rd edition we deepened the understanding of some situations described, and included new directions on recently legislated issues.**

We believe that the ethical commitment of the company is the sum of the conduct of each employee. In this perspective, the Code of Ethics and Conduct is an indispensable reading for the entire ZEN Team. It should serve as a guide to manage decisions, offering solid structure to deal with doubts that may arise on daily basis or in various forms of internal or external interactions.

Enjoy your reading!

# CONDUCT IN RELATIONSHIPS

## 1 INTERNAL PUBLIC EMPLOYEES, INTERNS, YOUNG APPRENTICES, AND SERVICE PROVIDERS

### 1.1 SMS (ACRONYM IN ORIGINAL PORT.) - SAFETY, ENVIRONMENT, AND HEALTH

ZEN seeks to provide a safe and healthy environment for all employees. On the other hand, everyone must act safely and encourage their colleagues to act in the same way, observing standards in the workplace.

The employee must immediately notify their leader of any danger or lack of safety at work that comes to their knowledge or catches their attention.





# BEHAVIOR GUIDELINES

## SECURITY AND HEALTH

**a)** If you identify any situation that threatens you or your colleagues physical integrity in the workplace, you should guide the professional and communicate to your leader and the SEH area. In this situation, if the risk is serious and imminent, you must exercise the right of refusal, interrupting the activity and immediately communicating the fact to your leader and the SEH team.

**b)** Entering the company with weapons or sharp piercing objects is not permitted, unless expressly authorized by Senior management.

## ENVIRONMENT

**a)** ZEN is committed to environmental responsibility and to complying with all environmental standards, laws and guidelines of Public Agencies related to the environment, promoting the awareness of professionals, family members, third parties, and the community where it operates; developing campaigns, projects and educational programs, and supporting initiatives to strengthen environmental education within society as a whole.

**b)** The responsibility falls to each employee to know, monitor the environmental aspects and risks of their operations and the correct way to mitigate them, and to inform their leader of any impacts that might provoke damage to the environment.



## 1.2 COMMITMENT TO QUALITY

Based on certification standards and customer requirements, ZEN demands that everyone complies with procedures relating to product and service quality. The reliability of the provided information and compliance to these requirements are fundamental to strengthening trust with its partners.

### BEHAVIOR GUIDELINES


- a)** Each professionals responsibility and attention in the performance of their functions is crucial for us to obtain the best results and to avoid repetition of work.
- b)** Processes that are not in compliance with client demands and that compromise the quality of products/services and the company image are not accepted.
- c)** The company promotes and encourages its employees' participation in continuous improvement programs.



## 1.3 WORK ENVIRONMENT

The maintenance of a productive, respectful and ethical work environment is everyone's responsibility and must be observed in all levels.

### BEHAVIOR GUIDELINES

- 
- a)** It is everyone's responsibility to question situations, decisions or guidelines contrary to the ethical principles, ZEN values or legislation. Employees who identify such situation, regardless of their position in the organization, must report the situation to their leadership, the ZEN Ethics Committee or the complaint channels that allow anonymity. Don't be complacent.
- b)** ZEN believes that its processes and practices should be continuously improved. Thus, constructive criticisms and suggestions that contribute to the improvement of processes, practices and products should always be carried out in a respectful manner, with complete information (facts, data, evidence) and should be taken receptively.
- c)** Whenever a request or questioning is made, coming from employees or partners (customers, suppliers, community, etc.) it is everyone's duty to give the appropriate return, because good communication is fundamental for a respectful and ethical work environment.

## 1.4 USE OF EQUITY

ZEN considers the company's equity an essential asset to properly perform its activities and therefore should be protected and preserved. Investments to achieve results are guided by austerity.

### BEHAVIOR GUIDELINES

- a)** ZEN respects the privacy of employees, however the employee must be aware that ZEN's assets and resources should be used exclusively to meet the company's objectives, this way reserving the right to monitor the use of these resources.
- b)** The internal public must ensure the proper use and conservation of the property, avoiding losses, damages or waste.
- c)** Technological tools made available by the company, such as: computers, notebooks, telephones, cell phones, printers, the Internet, e-mail, and others, must be used responsibly. Use shall be submitted to internal controls and agreements established in the Technical Norm of Information Security TI 001, available at the ZEN site.
- d)** It is forbidden to misuse the uniform of the Emergency Brigade and PPEs, as well as uniform or any material with the ZEN logo.



**e)** It is not permitted to carry on one's person or to send any non-authorized person a copy of information, processes, methodology, designs, projects, calculation spreadsheets, recordings, financial information, client information, among others, even if they have been developed by the employee in their work environment; employees must respect the company's intellectual property.

**f)** Using ZEN information in external operations or publications is not allowed without prior authorization of the board. This would include: classes, conferences, lectures, books, magazines, and social media. This information might cause financial loss and/or favor ZEN's competition.

## **1.5 ILLICIT AND LICIT DRUGS, SUCH AS BEVERAGES, CIGARETTES AND OTHERS**

ZEN promotes quality of life and is committed to maintaining a healthy work environment for all of its associates.

### **BEHAVIOR GUIDELINES**

- a)** During work hours or while on ZEN's premises it is not allowed to possess or be under the influence of any illegal drug or alcoholic beverage.
  
- b)** Cigarette smoking is allowed only in designated areas, properly equipped with ashtrays.

## 1.6 RESPECT FOR DIVERSITY

ZEN values diversity and is against any type of disqualification, intimidation, embarrassment, discrimination or prejudice of any kind, whether by ethnicity, religion, culture, age, sex, political conviction, nationality, regionality, marital status, sexual orientation, physical and intellectual condition.

### BEHAVIOR GUIDELINES

- a)** Interact within the highest standard of human and professional respect, regardless of the position you occupy, the role you perform and the time of company.
- b)** It is expressly forbidden to act with prejudice or discrimination of any kind, whether in the processes of selection, evaluation, promotion or dismissal. Opportunities are offered to people according to their skills and the requirement of function, regardless of gender, race, age, origin, sexual orientation, political or religious conviction and physical disability.
- c)** It is everyone's responsibility to act so that respect for diversity in all its forms is a constant in the company. If you identify situations where this doesn't happen, guide your colleagues, communicate to your leadership, HR or the appropriate channels.

## 1.7 MORAL, SEXUAL, POLITICAL OR RELIGIOUS HARASSMENT

ZEN acts respectfully, valuing human beings equally, and is intolerant of any type of moral or sexual harassment, such as insinuations, provocations, proposals, or offensive actions. Threats, intimidation, and provocation for obtaining of personal favors or benefits are also prohibited.

### BEHAVIOR GUIDELINES

- a)** Use of one's position, function, influence in order to harass, obtain personal benefits, or any other type of favoritism for oneself or for others is prohibited.
- b)** Administrators, managers, supervisors, and team leaders must be attentive to suppress any situations of moral or sexual constraint involving their employees.
- c)** Pranks, comments or jokes that could be construed as harassment will not be tolerated.
- d)** It is everyone's responsibility to contribute through desirable behaviors in a healthy, friendly and supportive working environment.





## 1.8 RELATIONSHIPS

ZEN understands that in the work environment, professional relationships may co-exist with affectionate relationships. However, intimate and particular matters must not interfere with work routines, be they expressed in discussions or public displays of affection. Therefore, to avoid conflicts of interest, affectionate relationships (spouses, partners, boyfriend/girlfriends) or direct family relationships (father, mother, spouses, son, daughter, brother, sister) are not accepted in situations in which there is a direct or indirect subordinate.

### BEHAVIOR GUIDELINES

- a)** Acts of intimacy will not be tolerated on the company's premises, including the parking lot.
- b)** Acts that may compromise the image and reputation of the company shall not be tolerated.
- c)** If there is direct or indirect subordination, professionals who have an affective relationship must inform their superiors and the Human Resources area, so that the company can evaluate possible conflicts of interest and adopt the appropriate measures for each case.



## 1.9 RECRUITMENT, SELECTION AND PROMOTION

ZEN strives for excellence in the Recruitment and Selection process, through pre-established requirements, emphasizing continued professionalization of all employees. Criteria used should be related to the position's requirements and for the employee's career.

### BEHAVIOR GUIDELINES

- a)** Any form of favoritism in recruitment, selection and promotion is prohibited.
- b)** Recommending candidates for vacancies in ZEN is allowed and will be evaluated under the established criteria.
- c)** For the process of Recruiting and Hiring, Performance Evaluation, Promotions, and Dismissals, people must be evaluated considering their level of knowledge, abilities, and the attitudes required for the function.



## 1.10 INFORMATION SECURITY, CONFIDENTIALITY AND TRANSPARENCY

ZEN considers information a strategic asset of the company and the business's success. Organizational announcements shall be true and based on facts.

### BEHAVIOR GUIDELINES

- a)** It is the duty of all ZEN employees to protect the company's intellectual property, including, but not limited to, technology, know-how, trademarks, patents, industrial processes, etc.
- b)** ZEN employees may access the company's privileged or intellectual property information for the exercise of their work, provided that they are duly authorized and for the correct purpose for which it is intended, respecting the interests and objectives of the company.
- c)** The confidentiality of privileged information and intellectual property to which the employee has access shall be maintained according to contractual obligations even at the end of the employment contract, whether owned by ZEN or other interested parties, including personal data of employees.

**d)** When handling internal or third-party information, employees must comply with the Organization's copyright laws, software licensing agreements, and relevant policies.

**e)** Content and strategic data such as: data on market share, employee information, information on contracts and suppliers, financial information, strategic plans, information that is of interest to the competition, projects, product designs, employee layoffs and movements, criticism of competitors, matters that expose someone nominally, rumors and non-official facts should not be accessible to the external public.

**f)** It is forbidden to disclose unofficial and/or unauthorized information of any kind about the company by immediate leadership

**g)** It is everyone's responsibility to fulfill the established procedures which value product quality and the integrity of information contained in documents and records in the company's day to day.

**h)** The destruction of information should be appropriate and careful, observing the legal deadlines for withholding documents. This information may be printed, electronic or any other mean.



## 1.11 INTERNET USE

Virtual media, such as social networks and blogs, play an important role in straining public opinion. It is expected that the employee, when expressing a personal opinion, will take into consideration that the virtual environment is public and that the content of the message can damage their own or ZEN reputation. Valuing the freedom of expression of our professionals and seeking balance in this relationship, we advise using the Internet with common sense, respecting the current legislation and the principles of this Code of Ethics and Conduct.

## BEHAVIOR GUIDELINES

**a)** Do not use the ZEN logo or parts of it in profiles, cover photos, fanpages, groups, blogs or any personal initiatives, as they are for the exclusive use of the company. It is also forbidden to create profiles, pages or groups on behalf of ZEN, which is an exclusive assignment of the Communication or Marketing department.

**b)** Institutional materials such as images, videos, official photos of courses and events, e-mail or wall communications, WhatsApp messages and internal campaign pieces should not be shared with third parties, outside the company environment and without the proper authorization of the Organizational Development department or the Administration. Only share content that has been previously disclosed on ZEN's external and official channels.

**c)** Publishing your individual achievements in the professional sphere is allowed and contributes to the strengthening of the ZEN brand, provided that the content does not involve strategic information of the company. Never comment on and/or share ZEN's confidential or strategic information, as directed by the item "1.10 Security, confidentiality and transparency of information" in this Code.

**d)** Never speak on behalf of ZEN in comments, taunts and/or questions made by other users of the network, even on the subject of your domain or from your department. In this case, inform the Communication team to be aware of and, if necessary, publish the company's official position.

**e)** Do not share photos of other employees without consent and do not comment about customers and suppliers.

**f)** Register your profile on social networks or sites of personal interest only with your private email, because the use of corporate e-mail is exclusive for professional purposes.

**g)** Respect diversity. According to the topic "1.6 Respect for diversity", any discriminatory or prejudiced conduct on the Internet is intolerable.

## 1.12 CONFLICT OF INTERESTS

Conflict of interest is characterized when the professional acts to achieve personal interests, contrary to ZEN's interests or that may cause any harm to the company.

### BEHAVIOR GUIDELINES

- a)** The employee must inform his immediate leader, other professional activities carried out in parallel with his/her performance in the company. In case of doubt the subject should be taken to the Ethics Committee.
- b)** Employees are not allowed to have corporate and commercial ties, either in person or through third parties, with suppliers, ZEN customers or similar businesses and/or ZEN's competitors.
- c)** Professionals may engage in parallel activities as long as they do not impair the performance of their function, do not compromise their working hours and are not conflicting with the company's business.
- d)** It is forbidden to trade and commercialize products or services on the premises of the company, at any time.
- e)** The advertising of products or services is only permitted through the Classified Wall, in a designated location.
- f)** The employee should not pressure or embarrass co-workers and any public related to the company to participate in gifts lists, donations, raffle, etc.





**g)** Whenever representing the company in external events and/or in contact with external public (government, customers, suppliers and others), the employee must act in accordance with ZEN's interests, observing the Code of Ethics and Conduct.

**h)** Relationships between relatives in company environments, such as parents and children, spouses, siblings and others, should be guided by professionalism and not interfere in decision-making and activities performance.

**i)** It is forbidden for the employee and administrator to represent the company or make use of its position of influence in actions that result in their own, family members or friends benefit.

**j)** The direct subordination of related relatives in 1st and 2nd degree, such as father, son, spouse, brother, uncle, nephew, and others, is not allowed for any type of work. Only those described in the Rules of Procedure of the Board of Shareholders shall be accepted as an exception.

## **1.13 POSTURE OF ZEN'S LEADERSHIP - PRESIDENT, DIRECTORS, MANAGERS ADMINISTRATORS AND SUPERVISORS.**

ZEN's leaders must have exemplary conduct in complying with the Code of Ethics and Conduct and in his/her work at the Company. Behaviors and attitudes must be guided by the company's values, ensuring healthy and permanent relationships.





## BEHAVIOR GUIDELINES

- a)** It is the commitment of all leaders to set and be an example with guiding employees to comply with this Code of Ethics and Conduct.
- b)** Leaders must be alert to deter any situations of embarrassment or breach of the Code of Ethics and Conduct involving, directly or indirectly, employees.
- c)** Abusive practices against employees are prohibited, such as: harassment, arrogance, intimidation, disrespect, coercion, humiliation and embarrassment.
- d)** It is the leaders' responsibility to know and comply with the laws, procedures and internal norms of ZEN, ensuring fairness and equal treatment to employees.
- e)** ZEN does not allow that decisions that affect the employee's professional career to be made based on personal relationships (friendships, affections), extra company relationships or personal rejection.
- f)** Interest in participating in internal selection processes for other areas or functions should not be the cause of any kind of retaliation. The employee's initiative should be understood as a normal career development.

## 1.14 PARTISAN POLITICAL ACTIVITIES

ZEN respects the freedom to participate in the partisan political process, as an exercise of citizenship.

### BEHAVIOR GUIDELINES

- a)** Any partisan/political initiative must occur outside of the workday and without using company property or the company name.
  
- b)** The company maintains a neutral position and remains impartial with respect to candidates and political parties.
  
- c)** The internal public is prohibited from carrying out partisan/political activities on company property or as a company representative.





## 2 SUPPLIERS

### PRODUCTS AND SERVICES

ZEN aims to maintain lasting business relationships guided by technical and impersonal criteria, so as to guarantee the best performance and ensure results for the parties involved. Through its Supplier Manual, ZEN is committed to developing them.

## BEHAVIOR GUIDELINES

**a)** In the relationship with suppliers it is forbidden that associates or family members receive personal benefits of any nature.

**b)** The selection of ZEN suppliers is based on objective and technical criteria, which avoids favoritism and allows fair competition, according to evaluation requirements described in the Supplier Quality Manual.

**c)** Commercial relations with companies whereby employees and first-degree family members are in the social contract are not allowed, except those previously approved by the Board of Directors.

**d)** Gratuities, rewards, loans, gifts or other favors from suppliers or potential suppliers are not authorized by ZEN.

**e)** Can be accepted, for personal use, low-value institutional gifts, such as (agendas, pens, caps, flash drives, etc.), which characterize kindness in the relationship, provided that: do not impose any sense of obligation, are not money or substitute for this, whether open, transparent and infrequent and its value does not exceed R\$ 200 (two hundred reais).

**f)** Business lunches and dinners are allowed and can be funded by the supplier, provided on a commercial level. Invitations to events or entertainment in general, should take into account both the financial value and the possibility of the offer impairing the impartiality of future analysis.

**g)** In case of invitations to professional events (technical training and lectures for example), acceptance should first have the approval of the immediate leadership and the ethics committee, ensuring the exemption of conflict of interest in participating.

## 3 CUSTOMERS

ZEN is focused on serving its customers with courtesy, excellence and efficiency, surpassing expectations through continuous improvement, innovation and quality of the products. ZEN also believes that ensuring consistent commercial policies guided by the organization's values, respect for laws and current regulations, contribute to loyalty, mutual trust and good business for both parties.



## BEHAVIOR GUIDELINES

- a)** ZEN's administrators and associates must provide information clearly, quickly and accurately, with equal treatment, without making distinctions driven by personal interests or feelings, valuing honesty in negotiations, complying with the confidentiality criteria of such information.
- b)** Business lunches and dinners are allowed and can be paid by ZEN having a commercial nature and with proof of expenses upon receipt submission, as per the travel policy.
- c)** When carrying out promotions with customers, the regulation should be clear without any possibility of generating doubts in its interpretation.
- d)** It is ZEN's administrators and associates commitment to meet customers' needs with excellence, reliability and confidentiality of information supplied, maintaining signed agreements.
- e)** Offering institutional gifts or products is allowed in accordance with the company's marketing actions and commercial policy.
- f)** Gifts, contributions or entertainment must never be offered under circumstances that might be characterized as unethical or improper behavior.
- g)** All associates must follow ISO 9001 and ISO TS16949 standards and specific customer requirements.
- h)** Activities with customers and their representatives, funded or not by ZEN, cannot jeopardize the company's image and brand before the internal public, society, shareholders and public authorities.



# 4 COMMERCIAL REPRESENTATIVES

ZEN considers its Commercial Representatives important partners that are expected to generate results and share the same ethical principles of the company.

## BEHAVIOR GUIDELINES

- a)** The relationship between sales representatives and ZEN and between sales representatives and ZEN's customers must be based on transparency, cordiality, trust and mutual respect.
- b)** Any attitude that might compromise ZEN due to personal interests is prohibited.
- c)** The sales representative must ensure confidentiality of information regarding customers, policies, products, services and business strategies, and comply with ZEN's commercial policy.
- d)** It is the commitment of every sales representative commercial and financial transparency, applying the best market practices.
- e)** It is the responsibility of the sales representatives to fulfill personal contractual obligations.

# 5 COMPETITORS

ZEN believes in free, fair and just competition as the basis for a competitive environment that favors meeting the customer needs. Shareholders, administrators and employees must comply with antitrust laws of the countries where the company conducts business. Failure to comply with these laws can result in financial and/or criminal sanctions for both the company and its Administrators.

## BEHAVIOR GUIDELINES

**a)** Administrators, employees and shareholders must act with caution in situations where competitors may be present or be affected, potentially or actually. In particular, administrators, employees and shareholders must not discuss, outside the company, ZEN's market share, its business strategy and other affairs that are not public (discounts, prices, customers, competitors and so on), as well as must not engage in practices that may violate the laws governing free competition.

**b)** Consult ZEN's administrators before starting talks with competitors and whenever there are questions about the application of these laws in your business activities. As this is a critical issue and sometimes legally complex, it is up to ZEN's Administrators to seek clarification with experts in the field regarding any specific practice or situation.

# 6 ENVIRONMENT

ZEN through its Integrated Environmental Management Policy and by meeting ISO 14001 requirements maintains a permanent commitment to minimize environmental impacts where operating and strives to attend applicable legal requirements and others related to the environment.

## BEHAVIOR GUIDELINES

- a)** Every administrator and employee is responsible for managing environmental aspects of his/her activity according to ZEN's Technical Standards of the Integrated Management System, available on ZEN's portal and in the company's section.
- b)** Administrators and employees must be proactive in protecting the environment, seeking to reduce and properly dispose residues, avoiding waste and using all resources rationally.
- c)** Everyone is committed to developing products, services, and processes that cause the least possible environmental impact.
- d)** It is the commitment of all to develop products, services and processes aiming to lower the environmental impact.
- e)** Emergency situations such as chemical, oils spills and other environmental accidents must be treated responsibly and reported quickly to ZEN's emergency brigade and environmental area.
- f)** Responsible attitudes are expected from all administrators and employees, adhering to norms and regulations regarding the environment.



# 7 COMMUNITY

ZEN contributes to the development and well being of the community where it operates through internal initiatives that benefit local institutions along with investments in health, education, culture, leisure, sport and environment. It encourages and values employees' voluntary work in community social actions.

## BEHAVIOR GUIDELINES

**a)** Every Administrator and associate is encouraged, through internal campaigns, to contribute to the local community's development, well being and life quality improvement.

**b)** ZEN's commitment to the community where it operates is based on a relationship of respect, as well as open and cordial dialogue.





## 8 GOVERNMENT

ZEN contributes to a just and democratic society by complying with active legislation, condemning corruption in all instances, as well as the offering of improper advantages of any kind.

ZEN has zero tolerance for corruption, the company respects and obeys laws, regulations and practices to combat corruption, including, but not limited to, Law No. 12,846/13 (Anti-Corruption Law).

## BEHAVIOR GUIDELINES

- a)** Zen does not tolerate in its activities any act of corruption such as offering, promising or authorizing any good or value to public officials, or employees of private sector companies, directly or through third parties, in order to influence the action of such agents or employees to obtain improper advantages.
- b)** No employee will be penalized for the delay or loss of business resulting from their refusal to pay or receive bribes.
- c)** Always receive a public agent in the presence of at least two employees.
- d)** ZEN does not adopt practices that hinder the activity of investigation or supervision of agencies, entities or public agents, or interventions in its activities.
- e)** Do not finance, fund, sponsor or in any way subsidize the practice of the unlawful acts established by law dealing with the subject.
- f)** Employees are encouraged to participate in the preparation of proposals and implementation of actions of public interest and/or social nature, as well as to participate in associations and class entities, in favor of strengthening and expanding Brazilian industrial activity.

# 9 UNION

ZEN understands that the collective bargaining process is the most appropriate instrument to improve labor relations and build relationships which are increasingly more dignified, collaborative and respectful between employers and employees. It is based on respect and responsibility in negotiations with the unions representing its employees.

## BEHAVIOR GUIDELINES

- a)** ZEN respects its employees' right to freedom of unionization, rejecting any form of discrimination.
- b)** Negotiations with the trade union must be based on respect, aiming for mutually beneficial outcomes.



# 10 SHAREHOLDERS AND BOARD OF DIRECTORS

ZEN seeks transparency and the guarantee of sustainable business growth. It is committed to generating results, bringing fair return to shareholders, complying with all tax, environmental and legal requirements.

## BEHAVIOR GUIDELINES

- a)** The information, whenever requested by the board and shareholders, should be made available with transparency and precision, in order to allow the monitoring of activities and the good performance of the company.
- b)** Preservation of information considered confidential and/or privileged must be maintained, without differentiated disclosure to benefit any shareholder interests.
- c)** It is the shareholders' role to monitor results as a way to preserve equity and resources invested in the company.
- d)** ZEN recognizes and considers as complementary to this document the Code of Ethics contained in the Shareholders Regiment.



# 11 PRESS

ZEN values a relationship based on respect, transparency and cordiality with the press.

## BEHAVIOR GUIDELINES

- a)** No employee is authorized to provide information about ZEN.
- b)** All and any official information of institutional character in the media (radio, television, newspaper and others) must only be provided by ZEN administrators or by the official company spokespeople, who are: Directors, HR Manager, and Organizational Development Manager.
- c)** Any exceptions shall be previously authorized and guided to departments by the Board or the Organizational Development Manager.



# VIOLATION OF THE CODE OF ETHICS AND CONDUCT

Conduct described in this code must be practiced by all employees and/or administrators during the performance of activities, since ZEN is committed to supplying necessary conditions for this to take place.

If an employee and/or administrator stops following the code or withholds information during the course of an investigation, they shall be submitted to disciplinary measures.

If an employee is conscious of violations of this code or is uncertain as to its meaning, intention, or application, they should expose such situations or resolve their questions quickly.

**ANY VIOLATION OF  
THE CODE OF WHICH  
YOU ARE AWARE MUST  
BE IMMEDIATELY  
REPORTED THROUGH  
ONE OF THE AVAILABLE  
MEDIUMS.  
DO NOT BE COMPLICIT!**

## Use the following channels to communicate:

### IF YOU ARE AN EMPLOYEE:



▶ Look for **your superior** and report what has happened;



▶ Look for **one of the members** of the Committee of Ethics;

▶ Make **your statement** on one of the channels indicated by Deloitte:



**Site:** [www.ethicsdeloitte.com.br/zensa](http://www.ethicsdeloitte.com.br/zensa)

**Email:** [linhaeticazen@deloitte.com](mailto:linhaeticazen@deloitte.com)

**Fone:** 0800 721 9149

The information given shall be maintained in confidence, except in situations in which has the obligation to inform governmental bodies and authorities.

Any kind of retaliation or retribution against a person acting in good-faith shall not be tolerated by ZEN. Report all violations or suspicions of violations of this Code.

## IF YOU DON'T KNOW WHAT TO DO?

It is difficult to predict all ethical situations or dilemmas confronted daily. If you are uncomfortable with some situation that is against your principles and values or that is not contained in this Code, ask yourself:

- Is this allowed in the law?
- Is this ethical?
- Is this coherent with what is in the ZEN Code of Ethics?
- Is this authorized?
- Does this follow my values?
- Does this reflect well upon the company and me?
- Can I tell someone else what I did and how I did it?

If the response is “no” for any of these questions, do not adopt the conduct.

If you are unsure of how to act, immediately ask for guidance from your superiors or from the representatives of the Committee of Ethics and Conduct.



## **COMMITTEE OF ETHICS AND CONDUCT**

The ZEN Committee of Ethics and Conduct is independent and has the goal of promoting the sharing, orientation, maintenance, compliance, and updating of this code.

## **REVISION OF THE CODE**

Zen's Code of Ethics and Conduct will be reviewed and updated whenever necessary. The changes will be widely communicated to all involved.



**“EVERYTHING YOU CAN’T TELL  
HOW YOU DID IT, DON’T”**

KANT