

# CODE OF CONDUCT



***Marcopolo S.A.***

 **Marcopolo**  
South Africa

# MESSAGE

We present the third edition of Marcopolo's new Code of Conduct, revised, updated and approved by the Human Resources and Ethics Committee and by the Board of Directors in June 2018.

This Code of Conduct aims at guiding the employees and the different audiences that interact with Marcopolo in their daily activities in the company, as well as in decision making, relationships and behaviors.

This new version also contemplates the company's guidelines regarding Compliance with the legislation in Brazil and in its units abroad.

We are sure that each one of our employees and business partners will implement the standards of Marcopolo' Code of Conduct and Compliance, supporting its values and guidelines.

The Marcopolo Code of Conduct is based on clear principles of good governance and it builds on practices that are widely known.

Please read carefully, and if you have any questions feel free to contact the Human Resources department of your unit or the ombudsman channels listed in the end of this booklet.

***Human Resources and Ethics Committee***

***Board of Administration***

# INTRODUCTION

The Code of Conduct establishes the values, guidelines and standards of conduct that guide business decisions and behaviors of Marcopolo's management and employees at all levels and without exception. This Code will also be used as reference for business partners, such as suppliers, sales representatives, dealers and distributors, among others.

This document also provides guidelines on compliance with the Global Compliance Policy, which involves all applicable laws and regulations against bribery and corruption.

However, it is understood that ethical situations that are not covered by this code of conduct may arise eventually. Therefore, if you have any questions about situations that have not been foreseen by this manual, please seek guidance and support from the areas responsible for the issues of Conduct and Compliance.

This Code of Conduct and the policies within it do not form part of your employment contract. However, the Code of Conduct and policies do constitute a reasonable and lawful direction to employees but do not impose any binding or contractual obligations on Marcopolo. This Code of Conduct may be varied from time to time at the discretion of Marcopolo.



# INDEX

Vision and Values.....	5
Marcopolo Values.....	6
Relations with Workers.....	8
Management Responsibility.....	10
Relations with Business Partners.....	11
Relations with Subsidiaries and Affiliated Companies.....	12
Relations with Investors.....	13
Relations with the Environment.....	13
Relations with the Communities.....	14
Relations with the Customers.....	15
Relations with the Competitors.....	16
Relations with the Press and Disclosure of Information.....	17
Relations with Non-Profit Entities.....	18
Political Activities .....	18
Relations with Governments and Public Bodies.....	19
Donations, Contributions and Sponsorships.....	20
Prevention to Money Laundering and Fighting Against Corruption.....	21
Committees of Conduct.....	22
Compliance Program.....	24
Communication Channels (Internal and External Ombudsman).....	25
Disciplinary Actions.....	26
Glossary.....	27

---

# MARCOPOLO VISION AND VALUES



Standards of conduct are strongly associated with the Vision and Values defined by the company. The Vision and Values of Marcopolo have recently been collaboratively reviewed by employees, managers and representatives of interested parties. These Values are fundamental to Marcopolo's business success and are based on respect and appreciation of people.

## VISION

Be relevant in the business and provide sustainable mobility solutions.

## VALUES

We work with excellence, ensuring the satisfaction of our clients. We act with ethics and integrity, guaranteeing the sustainability of our company, focusing on economic and financial soundness through teamwork and the appreciation of our people.

# MARCOPOLO VALUES



## **Respect and Appreciation of People**

*We treat people the way we would like to be treated.*

People are Marcopolo's greatest asset. Based on respect and transparent communication, we've built and kept relationships that value diversity, inclusion and everybody's contribution.



## **Client Satisfaction**

*Commitment in everything we do result in client satisfaction.*

Customer satisfaction is what motivates us to be continuously improving and developing mobility solutions - through innovation and technology - with added value for customers, resulting in mutual benefits and profitability. Trust, closeness and respect are the pillars for supporting these values.



## **Performance with excellence**

*Performance with excellence is what sets us apart.*

"To make things happen" is an essential part of Marcopolo's work philosophy and refers to the participation and contribution of each professional in developing their activities according to the Marcopolo Way. Marcopolo strives to be always ahead, guaranteeing safety, quality, cost reduction, efficiency and continuous improvement and flexibility.



## **Ethics and integrity**

*Our actions are a reflection of our words.*

We value building up respectful professional relationships based on ethics and integrity. We do not tolerate any kind of harassment, discrimination, favouritism or illegal practices. Dialogue and transparency are allies of the guidelines in our Code of Conduct to avoid and solve conflicts of interest.



## **Sustainability**

*Being sustainable is keeping a solid company in the present and thinking about its future.*

Sustainability based on economic and financial soundness, is fundamental to perpetuate the company, since it allows business development, the accomplishment of investments aimed at environmental preservation as well as the development of the communities where we are inserted.



## **TEAMWORK**

*To work in a team is to trust others and to put ourselves in other people's shoes. We accomplished much more being part of a team.*

Teamwork prioritizes collective interest and the sum of efforts to overcome goals and challenges. It stimulates the exchange of knowledge and allows personal and professional development. covers our employees, customers, shareholders, partners, suppliers, representatives, dealers and distributors.

## RELATIONS WITH **WORKERS**

The relationship between Marcopolo and its Workers should be based on a sense of justice, motivation, mutual respect and recognition of the human being, on the transparency and on the sharing of responsibilities.

The Company should offer the same growth opportunities to all workers, disregarding any notion of discrimination. No decision that could affect the career of one or more worker can be taken based on preferences, personal bonds or interests that are foreign to Marcopolo's interests.

The head-employee relationship between people with family ties is not allowed. It is also not allowed for people with family ties to work in the same work area, even without subordination between each other. (See at the glossary for definition of the terms: working area, family bonds and subordination level).

The company prohibits in any way whatsoever any sexual or moral harassment against any Worker. Moral harassment is characterized by abusive power, disqualifying, underestimating or humiliating the other person. Sexual harassment is characterized by someone making sexual proposals to someone else, denying him/her the possibility of refusing the approaches by using intimidation, blackmailing or other kinds of coercion.



Marcopolo's facilities, equipment, machinery, materials and information must be used by employees only for work purposes, according to company standards. Employees must request written permission before using these assets for projects or purposes other than those of the company or for private purposes.

The sale or donation of assets of the company in disuse for employees may only occur with the approval of the area responsible for the asset and by the Central Committee of Conduct (in Brazil) or by the Local Committees of Conduct (for units abroad).

All files and information created, received or stored in Marcopolo computers and servers, including mobile devices, are considered company property. For this reason, Marcopolo can monitor any information transmitted or stored in these locals. The correct use of Marcopolo computer resources is detailed in the Information Security Policy.

The managers, representatives and employees of Marcopolo shall not offer, accept, request or promise economic benefits of any nature that can be correlated with any type of trading in the context of Marcopolo, except for small objects such as promotional gifts, which must be sporadic and cannot be luxurious or extravagant, obeying the criteria established in Marcopolo's Integrity Policy.

## MANAGEMENT RESPONSIBILITY



The Directors, Officers, Managers, Coordinators, Supervisors and other employees assigned to management positions at Marcopolo, as well as their institutional representatives in the exercise of their activities must:

- ✓ Lead by the example, adopting attitudes and behaviors that are in union with Marcopolo's Values;
- ✓ Promote and commit with ethical conduct, offering unbiased treatment in situations that may characterize conflicts of interest in personal and professional relationships, whether they may be real or potential;
- ✓ Take all measures possible to protect confidentiality of restricted information about the Company, whether they are market or technologically related and those that may involve securities;
- ✓ Avoid conflicts of interest by informing the Conduct Committee and/or the Compliance Officer of any relationship or transaction that may presume the potential existence of such situations or any violation of the guidelines of this Code;
- ✓ Support and ensure compliance with all the rules and procedures of Compliance of the organization; and
- ✓ Ensure compliance with this Code of Conduct and convey its content to the employees of your team.

## RELATIONS WITH BUSINESS PARTNERS



Business partners, specifically suppliers, service providers, assembling companies, commercial representatives, financial institutions, authorized dealers and distributors play an important and strategic role for Marcopolo. Long-term relationships should be built, with clear rules based on mutual trust and commitment, through learning and experiences that are shared, encouraging practices that result in success for all.

Marcopolo's partners should have their rights respected and preserved, and they should also fulfill their obligations, as per agreements signed upon mutual consent of the parties involved.

No member of the professional staff of a partner can belong to Marcopolo's staff, regardless his/her level or area of work.

The supply of products or services is not allowed by company(s) whose professional(s), partner(s) or representative(s) have family ties with Marcopolo's managers(s) in a user or contracting area, or that is in a position that can directly influence decision making.

Likewise, it is not allowed to sell products or services to distributors, dealers and/or resellers whose professional(s) or partner(s) have family ties with company managers(s).

## RELATIONS WITH SUBSIDIARIES AND AFFILIATED COMPANIES



Marcopolo Subsidiaries and Affiliated companies are considered strategic business partners. Relations based on respect and trust among all involved parts are encouraged.

As regarding Marcopolo's relations with Subsidiaries and Affiliated companies, all applicable laws must be observed, whether Brazilian or of the country where the partner company is located.

Marcopolo Way, which brings together the best practices of the company's nine main systems, must be implemented in the Subsidiaries and Affiliates in compliance with local legislation. The responsibility for implementation is of the manager of the subsidiary and/or affiliated company. The local Human Resources managers should support this process with the help of the related areas of Marcopolo Brazil, if necessary.

The Code of Conduct should be implemented and applied in the companies and units controlled by Marcopolo, observing the viability and characteristics of the local culture. Regarding affiliated companies, efforts should be made in order to implement similar Codes of Conduct to Marcopolo's one.

Marcopolo, in accordance with Brazilian legislation to which it is subject, will extend to the subsidiaries and affiliated companies the applicable legal regulations.

## INVESTORS RELATIONS



Marcopolo's relations with its investors should be based on transparent and trustful information, through clear, agile and objective communication. Information on business matters, financial results, market matters and the like can only be provided by authorized personnel according to Marcopolo's Policy for Information Disclosure and to specific regulations by the Securities Commission (CVM in Brazil or its equivalent in other jurisdictions).

The employees are not allowed to advise the purchase or sale of shares, or to use information that is not of public domain, in any way, to influence, positively or negatively, the quotation of shares in the market.

## RELATIONS WITH THE ENVIRONMENT



Attitudes towards the environment should prioritize respect for nature, prevention and reduction of environmental impact through actions and commitment of the people involved, through improvement of processes and the application of suitable technologies, aimed at sustainable development.

## RELATIONS WITH THE COMMUNITIES



Marcopolo is committed with the development of the communities where it is located. The Subsidiaries and Affiliates are oriented to identify opportunities for the exercise of corporate social responsibility within their communities, aligned with the value Sustainability.

In Brazil, the social responsibility of Marcopolo and its employees is exercised by Marcopolo Foundation, whose mission entails the social development of children and adolescents in the communities where the company is present.

Community practices that benefit the personal interests of managers or employees of Marcopolo or of politicians, to the detriment of institutional interests, or that are not strictly in compliance with legal principles should not be adopted.



## RELATIONS WITH CUSTOMERS



Customer satisfaction is the reason for Marcopolo's success. Efforts should be directed towards the identification of what Customers see as Value, establishing actions capable of transforming this principle into reciprocal profitable realities that are backed up by long-term safe relationships.

Workers from any hierarchic level – should they be asked to do so – are free to talk to Customers. However, all the information regarding the Customer should be forwarded to the area responsible for customer service.

Promptness and agility in replying to the Customer are essential for Marcopolo's image, and it is every worker's obligation to answer any doubts the customer may have and to clarify the company's policies in a transparent and respectful manner.

Marcopolo products or services are not allowed to be sold to Customers who have family ties with a company manager who is in a position to directly influence decision making.

## RELATIONS WITH COMPETITORS



Marcopolo's relations with its competitors should always be respectful. Competition should be faced as healthy and as a reference for new challenges, promoting improvement and continuous innovation.

Out of the contexts of Professional Associations or Labor Unions it is not allowed to deal with any people related to Marcopolo's competition about themes of any nature that could affect the company's interests.

Marcopolo will not enter into formal or informal agreements with its competitors for the manipulation of prices, biddings or allocation of products. In the relationship with competitors all antitrust laws and other laws that protect free competition will be observed.

Marcopolo professionals shall not obtain or use confidential information from competitors that have not been made available to the public domain. Likewise, it is not permitted the transmission of any company information to competitors.

## RELATIONS WITH THE PRESS AND DISCLOSURE OF INFORMATION



Marcopolo's relationship with the press should be based on the commitment to make available consistent and transparent information, respecting ethical principles, legislation in force and specific regulations set by the Securities Commission (CVM in Brazil or its equivalent in other jurisdictions). Any declarations given to the public or the press in general should be done by people expressly authorized to do so by the company.

Marcopolo workers, in any management position, should not make use of confidential and/or privileged information that might influence decisions of investment or generate undue advantages. Such information should not be released to third parties, not even to relatives or close friends.

Any release of information that involves relevant acts and facts, as well as the confidentiality about information not released, should follow Marcopolo Information Disclosure Policy.



## RELATIONS WITH NON-PROFIT ENTITIES



Marcopolo's relationship with non-profit entities should be based on professionalism, watching over the Company's interests and commitments in a respectful and legal manner.

Marcopolo should respect its workers' rights to associate freely with such entities, making sure there is no kind of discrimination. Conduct of those workers representing the company at these entities should be rigorously in accordance with the principles defined in this code.

## POLITICAL ACTIVITIES

The company may go public to express its position on topics of interest, represented by its designated managers for this purpose, and may also support positions of Class Entities that represent it.

There must have no restriction to workers party-political activities. However, workers must always act on their personal capacity and

in order not to interfere in their professional responsibilities. Those activities should not take place in Marcopolo's environment, nor involve any resources, materials or equipment belonging to the company. Neither should employees wear the company's uniform or other kind of identification while exercising political activities.

All employees, including third parties that represent or will represent the Marcopolo at these activities should, likewise, to observe this Code of Conduct, as well as other company policies and applicable laws.

## RELATIONS WITH GOVERNMENTS AND PUBLIC BODIES

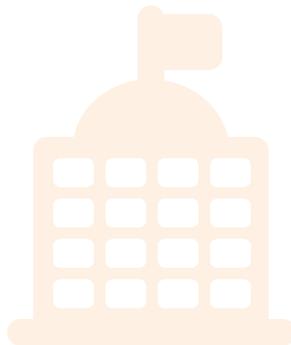


Marcopolo's relationship with authorities, public and political agents must be guided by respect for the applicable legislation and the ethical principles established in this Code.

Professionals who represent Marcopolo in the relationship with these institutions should not offer, accept, solicit or promise gifts or economic advantages of any nature in exchange for improper benefits, private or for the company.

The contracts and bids made with Public Authorities must follow the applicable legislation and the guidelines of this Code of Conduct.

Any relationship or transaction that may presume the potential existence of conflict of interest situations shall be promptly reported to the management of the company or to the Conduct Committee or to the Compliance Officer.



## DONATIONS, CONTRIBUTIONS AND SPONSORSHIPS



Marcopolo may make donations, contributions and sponsorships for public or private institutions, aimed at supporting projects and events that are aligned with the values and goals of the company. Support under any title is prohibited for candidates for elected office in the country or for political parties.

Such donations, contributions and sponsorships must be made in a transparent manner, based on a written agreement, with legal purpose, appropriate to the compensation offered and in full compliance with the applicable legislation.

It is not permitted to offer, accept, solicit or promise gifts or economic advantages of any nature in exchange for particular benefits or that are not compatible with the values of the company or that may harm your reputation.

Marcopolo does not make donations, contributions and sponsorships to political candidates or political parties.

Any situation that raises questions regarding its integrity should be submitted to the Compliance Officer for verification before it is put into practice.

**PREVENTION TO MONEY  
LAUNDERING AND FIGHT  
AGAINST CORRUPTION**



Marcopolo is committed to follow the anti-corruption legislations and with the fight against money laundering in all sites in which it is present, as well as in promoting a transparent culture and fighting against corruption, not tolerating any uncommon financial transactions that might suggest corruptive practices, money laundering or any other actions that are or might be against the national or foreign public patrimony.

In this way, through investment in compliance programs and tools, among them the use of trainings in practices that respect the law, Marcopolo seeks to ensure the compliance with relevant legal requirements.



# COMMITTEES OF CONDUCT



The Committees of Conduct are responsible for enforcing and updating this Code, promoting it and disseminating information on proper Marcopolo conduct patterns. They are also responsible for providing guidance to the interested public, in case there are any questions regarding the application of this Code, as well as to take decisions when there are any cases of violation of the principles hereby established.

In the case of the Committees have to face situations that can generate uncomfortable situations or embarrassments for judgement, they should be submitted to the Committee of Human Resources and Ethics and, if the dilemma persists, it is possible to apply for external arbitration, with exemption and independence to issue an expert opinion that could help the solution.

So that its action can be effective, the Conduct Committees must act in three stages:

- a** *Committee of Human Resources and Ethics*
- b** *Central Committee of Conduct*
- c** *Local Committee of Conduct*

## **a** *Committee of Human Resources and Ethics*

It is the maximum authority for application and evaluation of conflict situations concerning the Code of Conduct, related to the positions of Directors, as well as in cases that exceed the competence of the Central Committee. This Committee is elected each two years and reports to the Administration Council of the company. Other employees may be invited to participate in this Committee, as required.

## **b** *Central Committee of Conduct*

Its main function is to coordinate the adoption of the guidelines of the Code of Conduct by everyone that is part of Marcopolo context in Caxias do Sul City, RS, Brazil. It also coordinates the implementation and adoption of the Code of Conduct in the controlled units outside the hereby referred city. It reports directly to the Human Resources and Ethics Committee.

Its basic composition includes: The Head of the Unit; and the heads of the following areas: Human Resources; Industrial; Accounting and Finance; Legal Advisor (when there is such a professional on the staff board). Other members can be appointed extraordinarily by the Human Resources and Ethics Committee to take part in the Central Committee of Conduct.

Other workers can be invited to take part in one meeting of the Central Committee of Conduct, as required. The participation of any person whose situation could result in a direct or indirect interest is not allowed.

## **c** *Local Committee of Conduct*

Its main function is to implement the guidelines of the Code of Conduct in operations outside Caxias do Sul, RS, Brazil, reporting directly to the Central Committee of Conduct. Local Committees of Conduct should be formed in the controlled units where the Code of Conduct is intended to be implemented.

Its basic composition includes: The Head of the Unit; and the heads of the following areas: Human Resources; Industrial; Administrative-Financial; Legal Advisor (when there is such a professional the staff board).

Other workers can be invited to take part in in one meeting of the Local Committee, as required. The participation of any person whose situation could result in a direct or indirect interest is not allowed.

## COMPLIANCE PROGRAM



The Compliance Program is established to contribute to the Code of Conduct compliance with the guidelines and the integrity policies of the organization. All employees have the duty to follow the rules, processes and controls to maintain the effectiveness of this system.

It is prohibited to grant or offer bribes, bribery, facilitation payments or any other benefit that constitutes an undue advantage, either directly or through third parties. Any type of fraud, false information dissemination, cartel formation and engagement in illicit activities such as money laundering, unfair competition and non-compliance with applicable laws and codes are also prohibited.

Marcopolo seeks to detect and prevent ethical violations and inappropriate or illegal conducts in its environment. It's important that all workers cooperate and provide true information when asked about. In case of obstruction or omission in the searching of possible violations, disciplinary actions will be applied, in accordance with what this Code states and the Integrity Policy, as well as the specific current legislation.

Complaints of situations that are not in accordance with the company's conduct guidelines are treated confidentially. In cases where the complainant has been identified, retaliation of any nature is prohibited.

## COMMUNICATION CHANNELS (INTERNAL AND EXTERNAL OMBUDSMAN)



Marcopolo enables the use of communication channels for questions, complaints, suggestions and charges of corruption, bribery, fraud, illegal or anti-ethical conduct, aggression to the environment, questionable accountability registers or practices, bad use of the company assets and discrimination (of gender, race, social, religious or any other type). The goal is to facilitate the compliance and the effectiveness of the Code of Conduct and Compliance Policy. For this purpose, the following communication channels can be used:

### INTERNAL OMBUDSMAN

Employees in South Africa will have access to a suggestion box into which they are invited and encouraged to make written suggestions, compliments and complaints about general issues in the company such as benefits, working routines, relationships, internal regulations and other day-to-day situations.

### SAFE CONTACT

access via website <https://contatoseguro.com.br/en>: Exclusive channel for reporting violations of company laws, values and Code of Conduct, such as fraud, harassment, discrimination and misuse of resources. It is open 24 hours a day, seven days a week, and is operated by a third party company,

which is totally disassociated from Marcopolo, ensuring impartiality, security and full commitment to the secrecy of the complainant and confidentiality in dealing with the complaint.

### STATEMENT OF CONDUCT

Sheet attached to the Code of Conduct: for clarification or asking individual orientation about personal situations that might be in conflict with the guidelines of the Code of Conduct or to inform other situations with potential conflict.

### COMPLIANCE OFFICER

through the email [compliance@marcopolo.com.br](mailto:compliance@marcopolo.com.br): Exclusively for contacts to clarify questions by internal means.

## DISCIPLINARY ACTIONS



Marcopolo won't tolerate ethical violations and conducts that are in disagreement with the guidelines of this Code. The company encourages the initiative of communicating voluntarily the involvement in a violation, taking this into consideration at the moment of determining appropriate disciplinary action.

The Committees of Conduct have the authority to define the application of disciplinary actions in accordance to the gravity, using as reference:

### **LIGHT CASES**

verbal warning;

### **MODERATE CASES**

written warning;

### **SERIOUS CASES**

suspension from work or even dismissal for just cause (Chapter VIII and Schedule 8 of the Labor Relations Act 66 of 1995).

Disciplinary actions applied by the company do not exempt nor replace possible legal penalties for any infringement to rules or standards of any organs or institutions with which Marcopolo is related.

Every employee subject to a disciplinary action should receive specific trainings, according to the gravity of the situation.

# GLOSSARY

## **AFFILIATES**

Companies in which Marcopolo has significant influence, however without controlling it.

## **COMPLIANCE**

Rules and regulations that are necessary to ensure the observance and the compliance with the applicable legislation and the policies established by the company.

## **COMPLIANCE OFFICER**

Professional responsible for knowing and disseminating the compliance principles and guidelines of the company to the relevant publics, implementing and coordinating compliance controls in processes and ensuring the compliance of the policies and rules.

## **CONFLICT OF INTEREST**

All and any practice or act that is or can be considered incorrect, illegal, immoral, unfair, or that juxtaposes company's and community's interests. For example: performing a remunerated activity that could impair the professional performance or that represents competition to the company. Or make a decision that can be considered as personal interest at the expense of the company's interest.

## **CVM**

Securities Exchange Commissions.

## **EMPLOYEE**

Every employee of Marcopolo companies in any country (affiliates and subsidiaries).

## **ETHICS**

Personal and social guidelines of good conduct that apply to individuals, groups or organizations.

## **FAMILY BONDS**

It's the existing relation between grandparents, parents, sons, grandchildren, brothers, spouses, partners, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law, fathers-in-law, mothers-in-law, or other situations that might imply economic dependence.

## **GOVERNANCE**

Refers to the relations established between the company, the stakeholders, the mechanisms and principles that rule the decision-making process of the company.

## **INVESTORS**

Shareholders and/or individuals with intention of purchasing in the stock market.

## **MANAGERS**

Advisers, Directors, Managers, Coordinators, Supervisors and other employees with management positions within the company.

## **MONEY LAUNDERING**

Refers to economic-financial practices that aim on dissimulating or hiding the illicit origin of certain financial or property assets, in a way in which these assets seem to have a legal origin or the illicit origin is hard to be proved.

## **NON-PROFIT ENTITY**

Government, Class entities, Labor Unions, Religious Institutions, Non-Government Organizations, Foundations and other institutions.

## **PARTNERS**

Suppliers, service providers, assembling companies, commercial representatives, financial institutions, dealers and distributors.

## **SUBORDINATION LEVEL REGARDING SUPERIOR-SUBORDINATE RELATION**

It is not allowed until the third superior hierarchical level.

## **SUBSIDIARIES**

Companies in which Marcopolo holds partner rights that assure permanent preponderance in the social decisions of the company and the power to elect the administrators.

## **WORKING AREA**

It is characterized by having the same manager (immediate superior), or same physical area.

***Marcopolo S.A.***



**COMMITTEE OF HUMAN RESOURCES AND ETHICS**

[codeofconduct@marcopolo.co.za](mailto:codeofconduct@marcopolo.co.za)

[www.marcopolo.com.br](http://www.marcopolo.com.br)