

CODE OF ETHICS

MESSAGE FROM THE CHAIRMAN

Dear Collaborators and Partners,

MOTRICE stands out in the national scenario as a reference in the Energy market, generating jobs, promoting the development of society and offering high added value in its services. Our growth is rooted in the potential for achievement and commitment of our teams who, committed to quality and innovation, demonstrate their ability to transform future goals into reality.

The culture of integrity and transparency in the corporate environment is one of the premises to continue on the trail of success. The way we work, our decisions and especially our attitudes are important to the achieved result. Therefore, we must base our actions on ethical behavior, with the same commitment that we seek to meet deadlines, quality, safety and respect for the environment and the human being.

To maintain a high standard of commitment, take time to carefully read the Code of Ethics. If you have questions in unexpected or more complex situations, contact the Anti-Bribery Compliance Area or talk to your manager.

I'm counting on you

André Melo Bezerra Coutinho
CEO

SCOPE AND GROUNDS

MOTRICE SE's Code of Ethics applies to all of its ventures, contracts, works, consortiums, affiliates, branches, subsidiaries and subsidiaries. All employees, without waiver, must comply with it at its whole as well as the guidelines and procedures defined to combat corruption, bribery and compliance with compliance commitments.

Subcontractors, business partners, customers and suppliers will receive a copy of this Code as well as our Anti-Bribery and Compliance Management Policy. With this, they will be directly encouraged to follow the conduct established in both documents.

The foundations of the Code of Ethics considered as guidelines to the national and international norms and mechanisms of instructions on combating corruption and bribery, such as the Organization for Economic Co-operation and Development (OECD) Convention to Combat Corruption of Authorities. Foreign Publications in International Business Transactions; the United Nations Convention against Corruption; the United Nations Global Compact; Inter-American Convention Against Corruption and Law 12.846 / 2013, Brazilian Anti-Corruption Law.

1. BRIBERY

MOTRICE SE takes the responsibility and commitment to proactively contribute to the prevention of bribery of any kind and at any level by developing a culture of integrity, transparency and compliance on a daily basis.

It is inadmissible and intolerable for any employee, director or shareholder to solicit, offer or accept:

- Any kind of bribe, promise, donation or improper advantage of public or private agents; financial or non-financial in nature; directly or indirectly; in order to favor negotiations or as an incentive / reward for own benefit, third parties or family members.
- Financing, funding or sponsorship for the commission of illegal acts of any kind.
- Gifts, benefits or advantages of any kind, for yourself or others, in exchange for concessions or privileges of any kind.
- Facilitate third party actions that result in injury or damage.

All operations performed by MOTRICE SE employees, especially in sectors considered to be more sensitive to the possibility of bribery and diversion, must be thoroughly oriented, evaluated and approved by the area leadership in conjunction with the Anti-Bribery Compliance function and follow specific procedures. All employees are required to comply with the procedures of this Code of Ethics and the Anti-Bribery and Compliance Management Policy.

MOTRICE SE takes the responsibility and purpose of ensuring that best practices in transparency and prevention of deviations are observed in all areas and in all company processes.

2. REPORTING CHANNEL – ETHICS AND COMPLIANCE CENTER

MOTRICE SE provides a communication channel for employees, subcontractors, business partners, suppliers, customers and society in general to report any suspicions related to non-compliance with this Code of Ethics and / or Anti-Bribery Management Policy and other procedures.

MOTRICE SE is committed to maintaining the anonymity and integrity of the reporting party. It also ensures that there is no retaliation whatsoever, as well as ensuring confidentiality in the conduct of the affairs and a commitment to clear the reported cases..

MOTRICE SE offers several communication channels to enable quick and easy contact to all interested parties, through direct contact with the Compliance Area or using the accesses below:



Site: <http://www.motricese.com.br/> - CANAL DE DENÚNCIA ou <https://www.compliance-office.com/motrice/>



Phone: **0800 878 4094**



E-mail: motrice@compliance-office.com



Documentation submission (Registered or Anonymous):

Via Ética - Motrice – Case Number

Av. Paulista, 171, 7º andar

01311-000 - Bela Vista - São Paulo - SP – Brasil

3. INSTITUTIONAL IMAGE

MOTRICE SE develops its activities in accordance with ethical principles, through services with high quality standards and innovative capacity, sustainable development practices and social and environmental responsibility, preserving a solid reputation and aiming at customer satisfaction.

The company's institutional image has been built over the years in partnership with our employees, shareholders and business partners, who must always be guided by the values of integrity, transparency, trust, loyalty, respect and appreciation of the human being, without any form of prejudice or discrimination.

The image of MOTRICE SE is a heritage of immeasurable value. Some premises are fundamental to its strengthening and preservation:

- All communications and pronouncements must be in line with the Corporate Communications Area guidelines and must be made by duly authorized people.
- No employee is previously authorized to make any official public statement on behalf of the company. All public communications must be aligned with the Corporate Communications Area and Top Management.

MOTRICE SE's image and reputation are the greatest assets of the company and its employees. Therefore, they must be treated with the utmost care, caution and care. In case of any question, do not hesitate to consult your leader and / or the Corporate Communication Area.

4. EMPLOYEES

Thus, the Anti-Bribery and Compliance Management Pollution will only be successful if all employees, without exception, adopt the guidelines and assumptions presented, especially this Code of Ethics.

It is the responsibility of MOTRICE SE employees to uphold the principles and ethical values in the workplace, which enables relationships with professionalism, trust, cooperation, integration and respect for individual differences.

The attitude and conduct of all MOTRICE SE employees must follow the following principles:

- Comply with the guidelines received in this Code of Ethics and apply them practically. This is the prime premise for acting in the company.
- Be aligned with your leader, contributing to and abiding by decisions and recommendations.
- Do not perform activities outside the defined scope.
- Maintain healthy and cordial working relationships between employees, customers and third parties, avoiding personal discussions, such as religious, political or sports preferences, among others.
- To behave with decorum in the work environment and in events representing the company with customers and suppliers, always conveying an image of professionalism and respect.
- Do not perform any kind of trade in the workplace, such as cosmetics and food. The restriction also includes sales related to charitable events such as raffles, tickets and invitations, among others..
- Comply with all labor obligations, such as: working hours; not exceed the planned journey without prior authorization; follow

the delegated guidelines; be guided by the definitions of subordination to your position; delegate and monitor the activities and tasks of the processes under their responsibility; and comply with safety, environmental, quality, anti-bribery and compliance guidelines.

- Make no distinction between persons due to differences in race, ethnicity, religion, gender, sexual orientation, disability, physical characteristics or any other kind of difference. No discriminatory behavior by any nature will be tolerated.
- Report through available channels any suspicion or finding of misconduct that violates this Code of Ethics.
- Consciously and appropriately utilize the resources provided by MOTRICE SE, preserving the company's image, assets and interests.
- Comply with applicable legal and labor obligations.
- Ensure the access of others to the work environment, as well as accompany and guide them in accordance with the Internal Security and Information Policy, preserving the company and its business strategies.
- Maintain confidentiality about any commercial, technical and personal information of the company, shareholders, employees, contracted partners and service providers.
- Do not post on the social networks issues related to the work environment (activities, events, people, places, etc.) in a joke or mockery tone. The company, through its Corporate Communication Area, will promote the appropriate advertisements on the official channels and social networks.
- Ensure the sharing of technology, knowledge and experience with other employees and company leaders, to contribute to everyone's personal, technical and professional development.
- Improve methods and processes, always seeking the best result for the company.

It is mandatory that all employees comply with this Code of Ethics under any circumstances, as well as the Anti-Bribery and Compliance Management Policy and all other defined procedures. This is the way to ensure the daily practice of ethical conduct, and transparency, with the objective of maintaining MOTRICE SE

as a model of honesty and respect for the legislation of the countries where it operates, society and the public power.

MOTRICE SE warrants that employees who refuse to participate or decline in any activity in respect of which it minimally deems risk or bribery or corruption will not suffer any retaliation or discriminatory or disciplinary action.

5. SUPPLIERS AND SUBCONTRACTED

MOTRICE SE follows technical, professional, objective and impartial criteria for hiring suppliers and subcontractors, always valuing the quality of the service provided, the competence and the best cost-benefit.

Relations with suppliers and subcontractors should be based on ethics, transparency and professionalism, providing the building of the best partnerships and the generation of results for both parties.

Relationships with suppliers or service providers of any nature who have conduct or reputation differing from this Code of Ethics are prohibited; who are investigated or convicted of embezzlement, corruption and technical failures; and have any conflict of interest in the relationship.

Selection of MOTRICE SE suppliers should be made in a transparent, equitable and equanimous manner. The following criteria will be observed: expertise in the contract object, market recognition, credibility in the area of performance and ability to meet deadline, price, quality and technical excellence requirements.

All hiring must be registered in the company's system, so that they can be tracked and consulted at any time, according to its own internal procedure.

Any deviation or favoritism may and should be reported, either nominally or anonymously, by employees or outside parties through the available Reporting Channel.

MOTRICE SE values the legality, morality, publicity and efficiency in all acts performed by its suppliers and subcontractors. They will receive a copy of Politico's Anti-Bribery and Compliance Management Pollution and will act in accordance with these guidelines, otherwise the partnership will be disrupted.

Partnerships are established with suppliers who have practices consistent with the ethical and moral standard adopted by MOTRICE SE, with mutual respect and confidentiality of information.

6. TRANSPARENCY AND PRESERVATION OF INFORMATION

MOTRICE SE considers the data and information from its activities to be essential for company planning and strategic and operational decision making.

Therefore, it is committed to transparency and preservation of information, maintaining a traceable database with precision and honesty.

The company guarantees that the information disclosed, its accounting and financial records will be reliable and observed in accordance with the legal criteria and determinations, ensuring the integrity and veracity of the disclosed data.

All employees must honor the truthfulness and preservation of the information generated in the exercise of their professional activities. External disclosure of any data may only be made by express authorization of the Corporate Communications Area, in alignment with Senior Management. Information sharing with suppliers and partners should also be aligned with the management of each area.

There may be no private use of Company internal information, nor copy of files and documents for use outside MOTRICE SE. All internal information is considered the company's intelligence assets and may not be used for any purpose other than the company's activities.

MOTRICE SE employees are prohibited from using company-relevant information - such as documents, works, methodologies, products, tools and services, among others - for private purposes, except as otherwise provided by law or court. Deviations of this nature may be reported, either nominally or anonymously, through the Reporting Channel.

7. HARASSMENT

MOTRICE SE's principle is to maintain a healthy and conduct-free work environment that exposes its employees to any kind of psychological or physical embarrassment.

We understand that harassment impairs self-esteem, annoys, bothers, pursues and causes social and psychological damage. MOTRICE SE vehemently vetoes any harassment against or among its employees, its business partners, subcontractors, suppliers and customers.

Harassment means any offensive conduct that intentionally hurts the dignity of the person. Examples of reprehensible conduct include:

- Offenses to the employee's image, such as the use of physical, psychic, sexual orientation, ethnicity or clothing, among others, to defame or embarrass.
- Adopt nicknames that annoy or defame.
- Request favors, whether internal or external, or any other activity that has nothing to do with the employee's professional activity, including any type of service or "favor" of a particular nature.
- Make any kind of proposal, invitation or suggestion that may be sexual in nature, at any hierarchical level.
- Make any kind of untimely "joke" regarding one's origin and preferences, including sport and religion.

Any situation that causes discomfort, either to the employee himself or to third parties, may be reported, nominally or anonymously, on the Reporting Channel.

MOTRICE SE does not tolerate any kind of situation that causes embarrassment, repudiation and / or discomfort. The professional attitude must always be maintained, to preserve the social relations of work and to maintain a healthy and attractive climate, in which people feel comfortable without, however, disregarding the freedoms and limits of individuals and thus contributing to the results and outcomes. company development.

8. CONFLICT OF INTEREST

Employees should value MOTRICE SE's image and interests. Any conduct that is characterized as a conflict of interest is not permitted in the organization.

A conflict of interest arises when personal interests or activities may influence decision making within the company, putting the benefit of the company in the background. In any context, without prejudice, employees must act to achieve the best business results. In situations where there may be any kind of conflict of interest, the circumstance should be exposed to the area manager. The employee shall refrain from acting or deciding whenever there is a possibility, even if not materialized, of any conflict of interest.

All situations that may characterize conflict of interest, or facts that may harm the company or that violate the principles of this Code of Ethics, must be reported through the Reporting Channel in a nominal or anonymous manner.

9. DONATIONS

MOTRICE SE promotes any kind of direct or indirect electoral donation to physical persons, legal entities or political parties, pursuant to Law No. 9,096 / 1995, which deals with political parties.

Employees may donate or participate in social actions, with their own resources, independently and respecting the applicable legislation and without involvement and binding by the company.

10. PRESENTS AND GIFTS, TRAVEL AND HOSPITALITY

Receiving or offering presents and gifts may create conflicts of interest and risks to the integrity of the Compliance system and anti-bribery practices. To minimize this risk, MOTRICE SE allows a limit amount of two hundred Brazilian reais (R \$ 200.00) per event a year, restricted to business partners, suppliers, customers and other relationships.

Promotional gifts, without commercial value, may be offered or received and used for branding such as diaries, keychains, calendars, pens, pen drives, notebooks, bones, pens, squeezes, mugs, mouse pads and pencil holders.

Travel and hospitality must be strictly professional in nature, serve the business interests of the company, and under no circumstances represent the personal interest or privilege of anyone. The cost of travel and hospitality offered by MOTRICE SE or offered by business partners, suppliers or customers must be jointly and previously approved by two Senior Management Directors, as long as it is not the applicant or beneficiary, and the Responsible Anti-Bribery Compliance Statement.

Presents and gifts, travel and hospitality offered by MOTRICE SE will be controlled through a specific cost center managed by the Corporate Administration and monitored by the Compliance Anti-Bribery Officer.

11. COMPETITION, ANTITRUST AND CONSUMER PROTECTION

Free competition is respected by MOTRICE SE and its employees, as well as relevant legal requirements and antitrust laws. The relationship with competitors is based on good faith, applied in all segments to the good conduct of the activities performed.

MOTRICE SE and its employees must also respect and comply with all consumer protection laws, preserving the image of the organization.

12. ENVIRONMENT

Achieving a balance between the environment, society and the economy is fundamental to MOTRICE SE and guides all the company's activities.

The organization prioritizes environmental protection, conservation of natural resources and pollution prevention in order to meet the needs of the present without compromising the capacity of future generations.

MOTRICE SE believes that good environmental management can minimize costs and prevent waste of raw materials and natural resources. Because of that, all of its businesses adopt a robust environmental management program that meets all relevant legislation and takes all possible measures to minimize environmental impacts.

Environmental protection must be observed by each employee in their daily activities - from raw material procurement, design, production, transportation / delivery, use, after-use treatment and final disposal, in addition to meeting all guidelines. provided by the Quality, Health, Environment and Safety team.

13. QUALITY MANAGEMENT

The Quality Management System is a strategic platform of MOTRICE SE and a competitive differentiator in the market. Its purpose is to continually

improve company performance, seek customer satisfaction and meet cost, time and quality expectations.

Encouraging a culture of excellence ensures process effectiveness and efficiency, ensures proper resource management, and enables you to identify opportunities for improved delivery.

All employees are responsible for the quality of services and products offered by MOTRICE SE, and must always comply with the company's quality procedures.

14. WORKING HEALTH AND SAFETY MANAGEMENT

MOTRICE SE's Occupational Health and Safety Management System provides a framework for managing risks, preventing work-related injuries and health problems, by providing safe and healthy workplaces for all employees.

The company seeks to take measures to eliminate the dangers and reduce the risks related to Occupational Safety and Health, always promoting communication to all employees and third parties, in compliance with the Ministry of Labor rules as well as the adoption of good preventive practices.

At the same time, each employee is also responsible for their safety: they must comply with all safety guidelines received and make appropriate use of Personal Protective Equipment.

Employees are responsible for carrying out their activities with attention, care and prior risk analysis in order to prevent occupational diseases and work-related injuries.

MOTRICE SE adopts a robust Security Management program that must be followed by all employees, subcontractors and leaders.

15. LEGAL REQUIREMENTS

MOTRICE SE is committed to complying with all laws applicable to the Integrated Management System for Quality, Environment, Safety and Health and Anti-Bribery and Compliance Management Policy, including competition law and anti-bribery and anti-money laundering laws.

The company strongly condemns, will not engage in or associate with those who engage in child labor, slave labor, child harassment, sexual exploitation or other measures to degrade the human condition of workers, observing the Ten Principles of the Global Compact (Rede Brasil).

16. INTERNAL PROCEDURE

All employees must perform their work in accordance with MOTRICE SE internal procedures, ensuring the effectiveness of the integrated management system, quality

of work, worker safety, environmental care, bribery prevention and compliance. compliance assumptions.

17. MONEY LAUNDERING

Money laundering is a financial transaction or business transaction that conceals or dissimulate transient or permanent illegal acts in order to appear legal.

MOTRICE SE is committed to prevent any action that may be characterized as money laundering by complying with all applicable legal obligations. The company strongly vetoes any activity that may resemble or appear to be money laundering, nor does it allow any such practice.

Employees should always be aware of financial transactions and In case of suspicion, they must call the head of the Anti-Bribery Compliance Area and make a nominal or anonymous report through the available channel.

18. CONSEQUENCY MANAGEMENT

Employees who disrespect the Code of Ethics, Anti-Bribery and Compliance Management Policy during the exercise of their professional activities will be subject to disciplinary action as set out in proper procedures established by MOTRICE SE, based on the laws applicable in each case.

If you have any questions about the Code of Ethics or need guidance on a particular episode, employees should seek the company's Anti-Bribery Compliance Area.

The Code of Ethics reflects the values and culture of MOTRICE SE. The compliance reveals the commitment to professionalism and transparency that its employees and representatives have towards the company. The procedures described in this document are taken into consideration in all decisions made within the company, including those related to supplier and employee evaluation.

Everyone who directly or indirectly relates to MOTRICE SE has the same ethical commitments, regardless of their position should be aware of this Code and ensure its full compliance.

19. DECLARATION OF RECEIPT

I declare, for all intents and purposes, that I have received a full copy of the MOTRICE SE Code of Ethics, have noted its provisions and pledge to comply with them in full.

I further declare that I have been notified of the obligation to comply with it in all situations and circumstances that are directly or indirectly related to my activities at MOTRICE SE.

Finally, I declare that, in the event of situations that are not foreseen in the Code of Ethics, I will immediately inform the MOTRICE SE Compliance Officer.

Name: _____

Signature: _____

Date: _____