

# CODE OF ETHICS AND CONDUCT





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# A WORD FROM MANAGEMENT

Committed to continual improvement, we present the second edition of the ZEN Code of Ethics and Conduct, whose principal goal is to align conduct and practices, improving the process of permanently constructing guidelines for all ZEN public relations.

By using this Code, we want our organizational values to be the guiding base of our conduct. We hope that all employees of ZEN are always able to offer transparent solutions, guided in relation to trust and ethics.

We believe that the company's ethical commitment sum of each employee's conduct.

We commit to following this Code and we are inviting you to engage in this cause. Together, in this way, we can make a difference where we work, and establish sustainable relationships and business.

The Directors

# ORGANIZATIONAL GUIDELINES

## MISSION

The mission is the **reason** for the organization's existence and it outlines the activities within the space that the organization wants to occupy in relation to its business opportunities.

**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

A vivid image of an ambitious and desirable future state associated with the customer and is better in some important aspect than what exists today. It has the power to motivate and **inspire**.

**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

An organization's values define how it should operate. We must focus on the values that the company has, should have and those it needs to eliminate. Our values will guide us to achieve our vision.

## 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.

## 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.

## INTEGRITY

Ensure honesty, legality, ethics and fairness in all our relationships, at all times.

"THERE IS NO RIGHT WAY OF DOING SOMETHING WRONG."  
(KANT)

## 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 the conduct that is expected of employees and administrators in the exercise of their functions.

ZEN encourages the application of the guidelines of its Code of Ethics and Conduct by the other groups that it interacts with, such as suppliers, service providers, clients, the community and the government.

Engagement and responsibility from each employee is fundamental for us to achieve the appropriate ethical standards so we can exercise our duties.

ZEN's Mission, Vision and Values guide employees in situations that are not described in this Code of Ethics and Conduct. The values represent the foundation of our company and must be the base of our professional behavior and offer a solid and lasting structure for handling questions that may arise in day-to-day activities or throughout business negotiations.



# WE RECOGNIZE THE IMPORTANCE OF THIS CODE TO **QUALIFY AND PROVIDE** **TRANSPARENCY TO THE PARTIES** WITH WHOM ZEN RELATES

This Code of Ethics and Conduct is organized by stakeholders.

The beginning of each chapter explains

ZEN's ethical behavior with

regard to a particular issue

or interested party and

then, the behaviors

to be practiced are

detailed.

**ZEN counts on you!** It is everyone's responsibility to respect and follow the code.



# CONDUCT IN RELATIONSHIPS

## 1 INTERNAL PUBLIC

EMPLOYEES, INTERNS, YOUNG APPRENTICES,  
AND SERVICE PROVIDERS

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

ZEN is committed to providing a safe work environment for all employees who work in the company.

In order to follow through with this commitment, all must rigorously follow standards and procedures as per SMS Policy which is available at the ZEN website. Our goal is zero accidents; we value life above all.



# BEHAVIOR GUIDELINES

## SECURITY

**a)** It is ZEN's commitment to provide PPE's (Personal Protection Equipment) in good condition and operation for its employees, trainees and young apprentices and to train them for proper use of this equipment.

**b)** All associates should use PPE properly, value its maintenance and must use it only for its intended purpose, communicating to the safety area any changes that render it unfit for use.

**c)** It is the obligation of every employee to inform his/her immediate leadership about any situation liable to endanger personal safety.

**d)** 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.

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

## HEALTH

**a)** Personal health care is the responsibility of the employee. This includes the prevention of sicknesses, undergoing periodic exams that are required for the admission process or when changing jobs or returning to work. The company is not responsible for providing health care in the case of dismissal.

## 1.2 COMMITMENT TO QUALITY

Based on certification standards (ISO 9001 and ISO TS 16949) 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 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's assets and resources must be used exclusively to achieve the company's objectives.
  
- b)** 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.



**c)** Communication and document reproduction tools (telephone, mobile, fax, copier, internet, email, etc.) must be used responsibly and are subject to control. All usage will comply with the Information Security Technical Standard IT 001 and is available on the ZEN portal.

**d)** 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.

**e)** 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.

## 1.4 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.

## 1.5 RESPECT FOR DIVERSITY

ZEN values diversity and is against any type of disqualification, intimidation, constraint, discrimination or prejudice of any nature due to ethnicity, religion, culture, age, sex, political beliefs, nationality, regional affiliation, civil status, sexual orientation, physical and intellectual condition.

### BEHAVIOR GUIDELINES

**a)** To follow the highest standard of human and professional respect, regardless of the post one occupies, or the function one performs, or their time at the company.

## 1.6 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.

## 1.7 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)** It is everyone's responsibility to report to the Ethics and Conduct Committee any situation and/or misconduct in relation to intimate or close relationships.

## 1.8 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.

## 1.9 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 forbidden to disclose unofficial and/or unauthorized information of any kind about the company by immediate leadership.
  
- b)** 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.
  
- c)** ZEN does not allow the use of social networks for sharing information/images that are ZEN property. Also, it does not tolerate the practice of making offenses, illicit or anti-ethical acts, or those that are contrary to the good conduct that is suggested here to any stakeholder connected to the company.

## 1.10 CONFLICT OF INTERESTS

ZEN does not allow its business to be influenced by personal interests of any nature.

### BEHAVIOR GUIDELINES

- a)** At no time is ZEN's employees allowed to engage in any professional activity that conflicts with the company's business including outside working hours.
  
- b)** The employee must inform his/her immediate leadership, about other professional activities, carried out in parallel with his/her work in the company. Any concerns or questions in this related area should be taken to the ethics and conduct committee.
  
- c)** Employees of ZEN must act in the best interest of the Company. Accordingly, employees should have no direct or in-direct third party relationship in business, financially or otherwise, with any supplier, customer, similar or competing business that might conflict, or appear to conflict, with the employee's obligation to act in the best interest of ZEN.
  
- d)** The employee must not accept parallel work, paid or unpaid, that causes physical or mental wear harming his/her professional performance in ZEN.

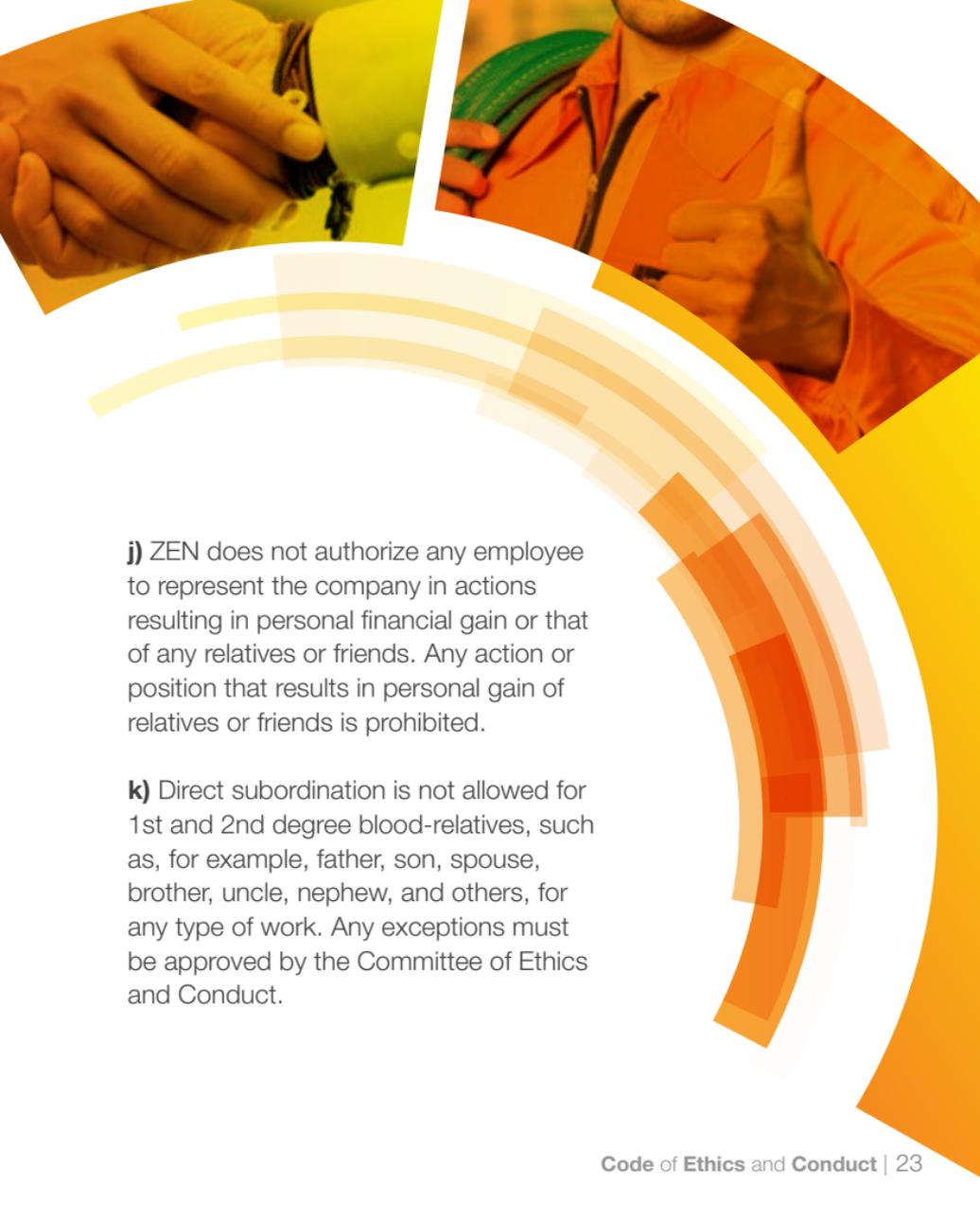
**e)** It is prohibited to offer and sell products or services on company premises, inside or outside working hours.

**f)** The sharing of products or services is only allowed through the Classified Wall, in a designated location, after approval from the Internal Communications department.

**g)** The employee should not pressure or constrain co-workers or stakeholders (suppliers, customers, etc.) to participate in making gifts, accessions, donations, raffles, etc. Only donations and accessions to the official ZEN campaigns will be allowed.

**h)** Whenever representing the company at external events and/or in relationships with the external customers (government, customers, suppliers and others), the employee must act according to ZEN's interests.

**i)** Relations between relatives, in the company's environments, such as parents and children, spouses, siblings and others, must be guided by professionalism and must not interfere in decision making and in performing activities.



**j)** ZEN does not authorize any employee to represent the company in actions resulting in personal financial gain or that of any relatives or friends. Any action or position that results in personal gain of relatives or friends is prohibited.

**k)** Direct subordination is not allowed for 1st and 2nd degree blood-relatives, such as, for example, father, son, spouse, brother, uncle, nephew, and others, for any type of work. Any exceptions must be approved by the Committee of Ethics and Conduct.

## 1.11 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.

## 1.12 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 receive personal benefits of any nature.
  
- b)** Gratuities, rewards, loans, gifts, or other favors from suppliers or potential suppliers are not authorized by ZEN.
  
- c)** Institutional gifts with a minor value, such as (calendars, pens, caps, pen drives, etc.), can be accepted for personal use.



**d)** ZEN's supplier selection is based on objective and technical criteria, which avoids favoritism and nurtures fair competition, conforming to assessment requirements described in the Supplier Manual.

**e)** Business lunches and dinners are allowed and may be charged to the supplier, provided they are for commercial purposes.

**f)** Commercial relationships are not permitted with companies where employees and first degree family members are in a social contract, except where previously approved by the Board of Administration.

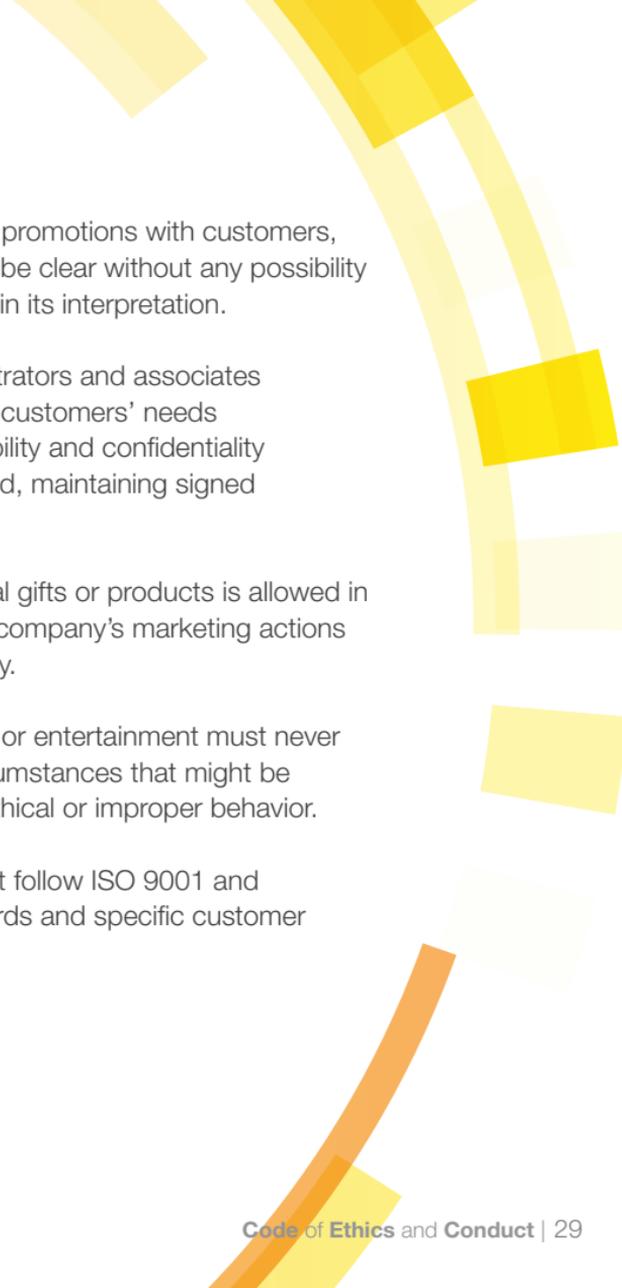
# 3 CUSTOMERS

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.

**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.

# 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 is committed to exercise fair competition in all markets where it operates. 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.



## 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 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.

# 9 GOVERNMENT AND SOCIETY

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.

## BEHAVIOR GUIDELINES

- a)** Gratuities, gifts, or any form of favors to people who work in public administration, directly or indirectly, in any sphere of government in ZEN's name, is prohibited.
  
- b)** Minimal value institutional gifts, such as calendar, pens, flash drives, etc. that characterize a mere act of cordiality in the relationship can be given to people who work in public administration, directly or indirectly, in any sphere of government.
  
- c)** The employee is encouraged to participate in developing proposals and implementing actions of public interest and/or of social nature.
  
- d)** We respect and apply all active laws in the countries where we maintain commercial relations, as well as in international relations with partners and clients.

**e)** ZEN does not tolerate any act of corruption in its operations, such as offering, promising, or authorizing that any goods or values be given to public agents, or employees of private sector companies, either directly or through third-parties, in order to influence the action of such agents or employees in order to gain improper advantages.

**f)** All company billing is related to official bills of sale and with the payment of undue taxes and rates applied by the government.

**g)** No employee shall be penalized for delays or loss of business resulting from their refusal to pay or receive a bribe.

**h)** Not yielding to corruption in order to guarantee undue business advantages for personal benefit or for that of ZEN.

**i)** Carrying out services for stakeholders should always be done in the presence of at least two other employees.

**j)** Not promising, offering, or giving, either directly or indirectly, undue advantages to stakeholders, or to third-party person who are related to them.

**k)** Not financing, paying for, sponsoring, or in any way endorsing the practice of illicit acts as per the laws that concern this matter.

# 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)** Information, whenever requested by board members and shareholders must be provided with transparency.
- 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

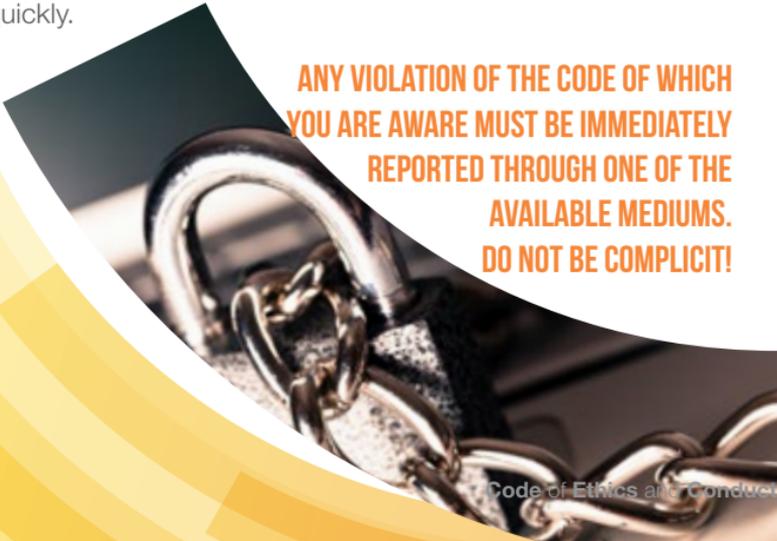
- a)** No employee is authorized to provide information about ZEN.
- b)** All and any official information of institutional character in the media (radio, television, newspaper and others) must only be provided by ZEN administrators or by the official company spokespeople, who are: Directors, HR Manager,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



▶ E-mail: **etica@zensa.com.br**;



▶ **Ethical Boxes:** located in the company sectors;



▶ **Committee of Ethics and Conduct;**



▶ **[www.zendenuncia.com.br](http://www.zendenuncia.com.br)**

To follow the manifestation's status, use the access code that is generated at the moment of your contact.

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**

The ZEN Committee of Ethics and Conduct shall be revised and updated whenever it is necessary.

# GLOSSARY

This glossary aims to clarify terms and words used in the ZEN Code of Ethics.

## A

**Abusive** - Contrary to rules, laws, justice; excessive.

**Antitrust** - Law intended to punish anticompetitive practices that use market power to restrict output and raise prices, so as not to attract new competitors or eliminate competition.

**Austerity** - Economize, containment of expenses; rigor of discipline.

## B

**Behavior** – The way someone conducts themselves, behaves; proceeds, behavior.

**Board** - Created to ensure the business' professional behavior, always giving priority to the company's continuity, the Board of Shareholders aims to disseminate, implement and perpetuate the company's principles, beliefs and values.

## C

**Code** - Document with rules, precepts and standards.

**Committee** - Group of people responsible for certain duties, responsibilities.

**Competition** – The exercise of competing and attracting customers of others with better conditions of price, quality etc.

**Confidential** - Secret, confidential.

**Conflicting** – Incompatible.

**Conflict of Interests** - It is when the individuals have to choose among promoting his/her own interests, the interests of the company or the interests of any other group.

**Consanguine** - That has a kinship relationship with others of a common ascendant.

**Consistent** - What is well founded, sound and meaningful.

**Curb** - To limit, terminate.

## D

## GLOSSARY

**Dilemma** - An ethical dilemma arises when there is a need to make a difficult, unpleasant choice and which involves a moral principle.

**Discrimination** - Differential treatment given to individuals based on race, color, nationality, religion, disability, gender, age, sexual orientation, union or political membership.

**Diversity** - Visible and invisible differences and similarities that characterize people, for example, choices, behaviors and lifestyles.

## E

**Embarrassment** - Physical or moral violence exercised against someone.

**Ethics** - is the reflection regarding moral respect, setting as a basic premise the common good and respect for life, which should be able to create, reproduce (maintain, care for) and develop themselves. Ethics is associated with the study of grounded moral values that guide human behavior in society, while morals are the customs, rules, taboos and conventions established by each society.

**Ethnicity** - Ethnicity is the consciousness of a group of people who are different from others. This differentiation is a function of cultural, historical, linguistic, racial, artistic and religious aspects.



**Equity** - These are assets, rights and obligations that a company possesses.

## F

**Favoritism** - It is characterized when one sponsors, protects, promotes or assists people or organizations only out of friendship, kinship without considering professional assessments and behavioral aspects.

**Foundation** - That which underlies and maintains, base, support, sustenance: a successful outcome is based on the foundation of work.

## I

**Illicit** - Act prohibited by law.

**Integrity** – Upright conduct, person of honor, ethical, polite, impartial, just and perfect, is pure of soul and spirit.

**Intimidation** – Confront, to cause fear or panic.

## L

**Licit** - Complies with the Law

## GLOSSARY

**Loyalty** - Continuity in long-term relationships.

### M

**Moral Damage** – It is an isolated act of humiliation, embarrassment, which may include physical or psychological violence.

**Moral harassment** - Moral harassment is the abusive, intentional, frequent and repeated behavior, that takes place in the workplace and aims to reduce, humiliate, harass, embarrass, psychically discredit and demolish an individual or a group, degrading his/her working conditions, striking personal dignity and therefore jeopardizing personal and professional integrity.

### P

**Partisan** - One who is a member of a party or something, allies himself to opinions and defends them.

**Principle** - It is a value that drives an individual to adopt certain behavior according to what his conscience determines.

**Political harassment** - Embarrass someone with the intention of gaining an advantage or political favor by imposing a worldview or political ideas linked or not to a party, taking advantage of his/her

hierarchical superior position or even between peers during or outside the workday. Political harassment will be characterized when there is continuity of a repeated and prolonged manner becoming a daily habit.

## R

**Religious harassment** - Embarrass someone for the purpose of imposing on others, subordinates, superiors or hierarchical peers, own personal religious belief, spreading in an inopportune manner materials, ideas, events or cults that may harm the freedom of others during the workday or outside it. Religious harassment will be characterized when there is continuity of a repeated and prolonged manner becoming a daily habit.

**Rigor** - Great severity of principles, morals, rules, etc.

## S

**Sexual Harassment** - Embarrass someone for the purpose of obtaining sexual advantage or favor, the agent relying on his hierarchical superior condition, ascendancy or also abusing the relationship of

## GLOSSARY

trust between peers during or outside the workday. Sexual harassment will be characterized when there is continuity of a repeated and prolonged manner becoming a daily habit.

**Secrecy** - That which cannot or should not be revealed, secret.

**Shareholder** - Person who owns one or more shares in a financial or commercial corporation.

## T

**Transparency** - It is defined as accessibility to institutional information pertaining to matters affecting one's personal interests.

**Source:** Sesi/SC - Corporate Responsibility



**“IF YOU CAN’T TELL HOW YOU DID  
IT, THEN DON’T DO IT”**

KANT