

# CODE OF CONDUCT

***Marcopolo S.A.***

## MESSAGE

*It's with great satisfaction that we present Marcopolo's Code of Conduct reviewed by the HR and Ethics Committee in June 2014 and approved by the Board of Directors in August 19th 2014.*

*This Code has as its main goal to provide guidance for the working day-to-day in the company, facilitating decisions and relationships among the most diverse publics that interact with Marcopolo team.*

*This new version also states the company orientation in relation to Compliance and to the adaptation to the relevant legislation in Brazil and in the units abroad.*

*We are certain that each of our workers and business partners will put into action the patterns of Conduct and Compliance that are hereby presented, ensuring the perpetuation of Marcopolo's values and guidelines.*

*Please, read the Code carefully and if you have any questions, contact the Human Resources area of your unit or make use of any of the communication channels ( internal or external ombudsman ) as pointed out in the last pages.*

*For better understanding, the definition of the technical terms used is in the beginning of this Code, under the item Glossary.*

*Human Resources and Ethics Committee  
The Board of Directors*

## INTRODUCTION

The Code of Conduct states the values, guidelines and patterns of conduct that guide the business decisions and the behavior of all Marcopolo administrators and workers, in all positions, with no exception. This Code will also be used as reference for business partners, such as suppliers, sales representatives, dealers and distributors, among others.

Despite this document states guidelines about the patterns of Conduct and Compliance (actions and rules necessary to ensure the observance and the compliance with the applicable legislation and policies established by the company) it is clearly understood that no Code is capable of covering all the ethical questions that might possibly arise. In this way, in case of questions regarding interpretation or situations that are not covered in this Code, the company suggests to seek further information and address such questions to the people responsible for providing support to Conduct and Compliance issues.

Since the beginning, Marcopolo has developed a company vision based firmly on Values. These Values should guide the conduct of those people who are part of the context of the Marcopolo Corporation, and are essential in the consolidation of a solid and reliable Company.

## VISION

Be a relevant corporate group in business and the geographies where it is acting, with a sound socio-environmental and economic image.

## MISSION

Develop solutions valued by customers, based on the principles of innovation and sustainability, contributing to the evolution of collective passenger transport and social progress.

## GLOSSARY

### ADMINISTRATORS

Counselors, Directors, Managers, Coordinators and other employees with management responsibility in the company.

### WORKING AREA

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

### WORKER

Every employee at a company belonging to Marcopolo Corporation in any country.

### RELATED COMPANIES

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

### CONTROLLED COMPANIES

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.

### 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.

### CVM

Securities Exchange Commissions.

### ETHICS

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

### NON-PROFIT ENTITY

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

### 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.

### 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.

### 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.

### SUBORDINATION LEVEL REGARDING SUPERIOR-SUBORDINATE RELATION

It is not allowed until the third superior hierarchical level.

### PARTNERS

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

## GENERAL APPROACH

Marcopolo Code of Conduct is based on clear principles of good Governance and compliance and its builds on practices that are widely known. This concept is related to the quality of people's attitudes and actions, and one can affirm that the human being is the great driver of Governance.

The actions of the company aim always on promoting the mutual respect among all the workers, representatives, suppliers, service providers, union associations, class entities, government, press, customers and other Marcopolo stakeholders. Marcopolo administrators, in any position, are responsible for creating a healthy working environment, transparent and based on respect and trust.

Conduct Patterns are closely associated to the Values defined by Marcopolo, which are fundamental for the success in businesses, as follows:

## MARCOPOLO VALUES

### RESPECT AND RECOGNITION OF PEOPLE

Marcopolo's relationship with people is based on respect, recognition and transparency. Its main competitive advantage is teamwork, done by committed and prepared team players, constantly motivated by professional growing and development opportunities. Anyone, whether a company's employee or not, must be treated with dignity and fairness.

### CUSTOMERS' SATISFACTION

Customer satisfaction is the reason of Marcopolo success. Efforts must be made to identify what is the perceived value by customers, establishing actions capable of transforming this principle into reciprocal profitable realities that are backed up by long-term safe relationships. Proximity and trust are key requirements for value creation.

### ECONOMIC-FINANCIAL SOLIDITY

Marcopolo has as a basic premise that economic-financial solidity of business is fundamental for its sustainable growth. Commitment with excellence and generation of value must guide the routine of Marcopolo's employees and partners.

### ENVIRONMENT AND COMMUNITY

Marcopolo and its employees are highly committed to health, safety, environment, and the communities where it is present. Through programs related to socio-environmental causes, the company consolidates its management policy focused on sustainable development.

### ETHICS

Marcopolo adopts an attitude of responsibility and respect towards people and institutions with which it relates to. It is extremely important that conflicts of interest are avoided and solved with transparency, according to the guidelines of the Code of Conduct.

### PARTNERSHIPS

partners, especially suppliers, assembling companies, commercial representatives, financial institutions, authorized distributors and dealers play a strategic role in Marcopolo. Long term relationships with clear and practical rules that result in shared success must be encouraged.

Marcopolo encourages its workers and business partners to express themselves aiming on identifying opportunities for continuous improvement in the company environment.

## RESPONSIBILITIES OF THE ADMINISTRATORS

It is the responsibility of the Counselors, Directors, Managers, Coordinators and other employees in management positions at Marcopolo, as well as the institutional representatives in the exercise of their activities:

- 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;
- Avoid conflicts of interest, reporting to the Conduct Committee any relationship or transaction that may presume potential existence of situations of such nature;
- 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; and
- Inform the Conduct Committee of any violation of the guidelines.

## 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 hiring of workers' relatives may be considered, since they are evaluated in the same way and apply for the positions in similar conditions to other applicants.

Working in the same area as well as the relation superior-subordinate is not permitted between people with family bonds. (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.

## RELATIONS WITH WORKERS

Facilities, equipment, machines, material and information that are Marcopolo's property must be used by workers for working means only, according to the company's rules. The workers must request permission before using these resources for projects or purposes unrelated to the company objectives.

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.

Company workers should neither offer nor accept any presents or economical advantages of any nature that could be correlated to any kind of negotiation in the Marcopolo context, except for objects of small value that can be classified as marketing souvenirs.

## RELATIONSHIP 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 by any company whose workers, partners or representatives are related to any Marcopolo's administrators is forbidden regardless of whether these people work in a contracting or user area, or whether they are in such position that they may influence decision taking directly.

Likewise, it is not allowed to perform any sales of products or services to any distributors or dealers whose professionals or partners are related to the company's administrators.

## RELATIONS WITH CONTROLLED AND RELATED COMPANIES

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

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 Related Companies, efforts should be made in order to implement similar Codes of Conduct to Marcopolo's one or to the Related companies' ones.

Marcopolo, in accordance with Brazilian legislation to which it is subject, will extend to the Controlled and Related 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).

Workers are not allowed to give any advice on the sale or purchase of stocks, or to use any information that is not in the public domain that may in any way whatsoever influence the price for the stocks 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's social responsibility – as well as its workers' responsibilities – is exercised in Brazil by the Marcopolo Foundation, whose mission includes – among other things – the social development of children and teenagers of the communities where the company is present.

Community practices that hurt institutional interests or might benefit any Marcopolo`s administrators or workers or even politicians must not be adopted.

## CUSTOMER RELATIONS

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.

The sale of Marcopolo products or services to any companies whose workers, partners or representatives are related to any Marcopolo`s administrators is forbidden in case they are in such position that may influence decision taking directly.

## 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 formal or informal agreements with its competitors for the manipulation of prices, application to public bids or product allocation. Regarding the relations with competitors, all antitrust laws and any other legislation that protects free competition should be observed.

## 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 AND CONTRIBUTIONS**

Marcopolo can support any political parties and/or candidates whose ideas and proposals are consistent with the company's values. Any support of such nature should be carried out strictly in accordance with the legislation in force.

The company may come public to claim its position on themes of its interest, represented by its administrators and executives, and can also support the position of Professional Entities representing the company.

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 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.

## 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**

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.

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 Compliance Policy, as well as the specific current legislation.

## 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** (access through the corporate page in the Intranet): to send ideas, suggestions, compliments or complaints about general issues in the company, such as benefits, working routines, relationship, internal regulations and other day-to-day situations.

**COMMITTEE OF CONDUCT** (access through the corporate page or through the form Declaration of Conduct attached to this manual): 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.

**OPEN CHANNEL** (through the email [canalabertomarcopolo@romagna.com.br](mailto:canalabertomarcopolo@romagna.com.br) or by the phone 0800.7027070): for clarification or making complaints or charges using external channel.

**COMPLIANCE OFFICER** (through the email [compliance@marcopolo.com.br](mailto:compliance@marcopolo.com.br)): exclusively for internal charges.

## 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, being this attitude taken 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 (article 482 of the Brazilian Consolidation of Labor Laws or specifics labor laws used by countries where Marcopolo has operations).

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.

# **Marcopolo S.A.**



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