Code of Ethics and Business Conduct
Integration Group
Introduction

Throughout its existence, INTEGRATION has built a solid reputation that serves as the foundation of our corporation. By conducting business with integrity and according to the laws and regulations that govern our activities within the countries we operate, INTEGRATION inspires the trust of the professionals, clients and suppliers we work with.

This Code of Ethics and Business Conduct was developed specifically to serve as a reference for understanding the principles through which INTEGRATION conducts our relationships with all of our professionals, for example employees, partners, associates, managers and directors, as well as those we do business and interact with in myriad ways — subsidiary companies, clients, suppliers, authorities, representatives of business institutions and the community at large.

INTEGRATION has established criteria that create essential parameters and explain who we are and what we do. The purpose of this criteria is to help our professionals understand INTEGRATION’s corporate expectations and understand the rationale behind each decision.

This criteria was defined through our internal policies (“Essencis”) and documented to ensure efficiency and consistency in our business operations and decisions. These documents are complementary to the Code of Ethics and Business Conduct and are available for reference on INTEGRATION’s intranet.

It is up to each professional we work with, and most importantly, INTEGRATION’s leadership, to guarantee compliance with the Code of Ethics and Business Conduct and with the Essencis by actively sharing it with their colleagues and teams, and fostering mutual understanding of the types of behaviors that are and are not in accordance with the rules described herein.

It should be noted that this Code does not cover every potential situation that may occur. It was developed to serve as a reference. Any INTEGRATION professional who has questions about the correct course of action in a specific situation should seek assistance, as the burden of appropriate behavior is exclusively the responsibility of the professional.
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1. Business Principles

INTEGRATION encourages professionals, suppliers, clients and all publics within its circle of influence to adopt the following principles of business ethics, corporate governance and human rights.

In our business dealings, INTEGRATION follows the Ethical Principles of Respect, Cooperation, Dignity, Simplicity, Justice, Honesty and Truth (according to the definition of Ethical Principles by Dr. Luís Antonio Ervolino (in memoriam) and Professor Amélia de Carvalho e Silva). These Principles establish a common foundation of values from which we can all strive to do our best work, and when questions arise, they offer guidance and solutions that ensure the consistency and application of our culture and our values.
1.1. Legality

In each country where INTEGRATION operates, we will comply with local laws and regulations. In situations where the law is remiss, we will apply our own criteria based on the aforementioned Principles, as well as our culture and corporate values. In the event of a conflict between a country’s law and INTEGRATION’s criteria, the country’s law will prevail.

1.2. Political Neutrality

INTEGRATION adheres to a policy of neutrality regarding political issues, parties and politicians. INTEGRATION’s name and resources will not be used to promote the interests of political parties or candidates.

1.3. Business Ethics

INTEGRATION is committed to a high level of regard for ethical standards in conducting business. We do not permit corruption among our own professionals, or in our business dealings. INTEGRATION professionals are prohibited from offering our clients, potential clients, government parties, public employees or any representatives of these entities any type of reward, incentive or other advantage that would either encourage violation of or defy the law. These actions are wholly unacceptable and should not occur even indirectly. Any form of fraud or corruption, including blackmail, bribery or other illegal practices, will not be tolerated by INTEGRATION.

1.3.1. Audience and Professional Development Cell

Audience and the Professional Development Cell are confidential open channels that serve INTEGRATION professionals who have questions, want to register complaints and/or instate claims, share information or send suggestions related to company topics, ethics, fraud or any form of deviation from the Code of Ethics and Business Conduct to INTEGRATION’s leadership. These internal governance structures are responsible for receiving and responding to all messages from INTEGRATION professionals and can be reached by email at professionaldevelopmentcell@integrationconsulting.com or at audience@integrationconsulting.com. Sending a message to Audience or the Professional Development Cell will result in the message being directed to the person, department or other area responsible for the topic/issue the professional is raising.

External publics who wish to get in touch with INTEGRATION can use the Contact Us link available on INTEGRATION’s website: integrationconsulting.com/en/contact-us/.

1.3.2. Receipt and Delivery of Gifts

INTEGRATION professionals should not request of business partners or accept any type of personal benefit, such as: goods, payments, private services, loans, favors, trips that are not related to business, etc. These personal benefits can affect and/or imply affecting objectivity in business decisions.

However, professionals can offer or accept reasonable meals and symbolic gifts, such as pens, calendars, USB drives, cards, agendas, etc., if they are appropriate in the context of the business relationship. Professionals should never offer or accept gifts, meals or entertainment at any time when these
transactions appear to influence the dynamic of the client-consultant relationship in an inappropriate way.

After the conclusion of a consultancy project, it is common to receive small gifts relative to the services provided. These tokens are permissible if the abovementioned boundaries are established and respected. The following are examples of gifts that can be accepted or offered: personalized USB drive boxes, tribute plaques, trophies, binders and books with project content, informative materials, table displays and folders, among others.

1.3.3. Conflicts of Interest

Conflicts of interest occur when an INTEGRATION professional’s personal interests or that of a third party compete with the company’s interests. INTEGRATION expects our professionals to make decisions and behave in a reputable manner, without being influenced by private issues that can, consciously or unconsciously, affect their judgment or incline them to provide favors.

If there is a conflict of interest, or if a professional is faced with a situation that involves or could lead to a conflict of interest, the matter should be immediately communicated to his/her direct superior and/or the Professional Development Cell (through Audience) to resolve the situation in a fair and transparent manner.

The following activities represent potential Conflicts of Interest:

1.3.3.1. External Business Activities of Professionals

INTEGRATION respects the individuality of all professionals and understands they may engage in external professional activities in addition to their role at INTEGRATION.

The following guidelines apply to all professionals who engage in professional activities or paid work outside Integration:

INTEGRATION’s professionals may not engage in external activities if these activities interfere in their responsibilities to INTEGRATION and its clients; generate risks to INTEGRATION’s reputation; or represents any conflict with INTEGRATION’s interests.

Professionals may not use work time or INTEGRATION’s resources to perform these activities. The use of contacts from within INTEGRATION’s client base to make an approach or offer of services outside of INTEGRATION’s relationship with a client is strictly prohibited.

It is every professional’s responsibility to not only guarantee the confidentiality of INTEGRATION’s information, but also our clients’. Performing consultancy services involves opening contacts between INTEGRATION and our clients, which may result in access to this type of information. Thus, professionals may not leverage their relationship with a client or privileged access to either INTEGRATION’s or a client’s information to offer the services of another company or individual.

1.3.3.2. Competition With the Company

INTEGRATION professionals should not compete with our primary consultancy work, and should not seek to extract personal advantages from the business opportunities that surface during their contractual relationship with INTEGRATION and our clients.

1.3.3.3. Competition with Clients

INTEGRATION may serve direct competitors and maintains a specific policy regarding the allocation of professionals, which guarantees the protection of our clients’ confidentiality and avoids any conflicts of interest on our behalf. We have established clear criteria regarding the separation of the consulting teams who should work in each company in each situation, and our policy will be consistently applied to ensure proper conduct.

Also, to protect our reputation and growth as a trustworthy consulting company, INTEGRATION will never compete with products developed by our clients.
1.3.3.4. Employment of Family Members

Immediate family members, relatives, spouses, companions and so forth of INTEGRATION professionals are employable with the company on the basis of personal qualifications, performance, capacities and experience. These individuals will be subject to the same recruitment and selection process as anyone else who applies to the company. However, we do not allow any relationship of subordination, direct or indirect, between the professional and their family members.

1.3.3.5. Shareholding Interest in Client Companies

As consultants, INTEGRATION’s professionals are often in contact with our clients’ high-level and executive management, which gives them access to the critical, confidential information of these companies. Moreover, INTEGRATION professionals often assist in making decisions and creating action plans that can directly or indirectly impact the financial results of our clients, including their performance on the stock market in the future. Accordingly, the acquisition of stocks or quotas of INTEGRATION’s clients creates a conflict of interest that is possible to construe as a legal violation, as using a privileged position to obtain insider information to trade shares (“insider trading”) is illegal.

INTEGRATION maintains a strict stance regarding this matter. Our professionals must inform the Delivery Cell and the Legal Department if they possess shares or quotas of any INTEGRATION client when they enter the company, or if they receive an allocation notice in a company they are shareholders in the moment of the allocation notice.

Our professionals are strictly forbidden from buying stock or participating in any type of shareholder activity in the companies that are active INTEGRATION clients. For the purposes of this Code, active clients are clients who have developed consultancy projects with us that have been completed in the preceding 24 months, and counting retroactively from the date of the purchase of any stock or quote, or other type of shareholding participation. This rule applies, regardless of the country in which services were provided, the professional’s position at INTEGRATION and whether or not the professional participated in the project.

The Risk Committee and the Legal Department must evaluate any exception to the abovementioned rules.

1.4. Relationship With Competitors and Respect for Competition Laws (Antitrust Laws)

INTEGRATION believes relationships with competitors should be carried out in an ethical, respectful and professional manner. Alongside our competitors, we are a part of the professional community in the business management consultancy segment, whereby we observe the legal norms and restrictions applicable regarding competitors. The opinions, proposals and positions of INTEGRATION should be expressed in a clear and objective manner that is rooted in our values and Principles.

We believe in free competition, and we are always prepared to compete in business while complying with the applicable laws that defend free competition and commercial loyalty.

All INTEGRATION professionals that have regular contact with competitor companies are responsible for knowing and guaranteeing compliance with the laws of competition that are applicable in the country in which they operate. If you have questions, please contact INTEGRATION’s Legal Department.

1.5. Bribery and Corruption

INTEGRATION wants its professionals to likewise be aware that the offer or delivery of benefits that are intended to generate influence over the decision of a third party, even if the third party is not a member of the government, can result in disciplinary sanctions as well as criminal accusations.
1.5.1. Institutional Actions

All institutional decisions or instances related to INTEGRATION engaging with government authorities, politicians or public employees, such as the offer of gifts and courtesies; invitations to participate in events organized by INTEGRATION or its clients; or requests for an audience with INTEGRATION, should be submitted for consideration and approval by our Executive Committee.

INTEGRATION only participates in biddings for the provision of consultancy services for government agencies and public companies in any sphere of power if they are situated in countries perceived to have a low level of corruption, as rated by the international community. The perceived level of corruption can be obtained from any index made available by international entities and organizations, such as, but not limited to, the “Corruption Perception Index” (transparency.org/news/feature/corruption_perceptions_index_2016#table), published by Transparency International. Additionally, and regardless of the country, any and every invitation to present a service proposal to government organizations and public companies should be submitted to the Executive Committee prior to submitting an answer on behalf of INTEGRATION.

1.6. Manipulation of Privileged Information

INTEGRATION does not participate in any type of shareholding activities in our clients’ businesses, and we similarly advise our professionals against acquiring assets from clients, with the exception of those normally offered on the stock market. Any purchase or selling of assets or securities based on information that is not yet public, whether that information originates with INTEGRATION or from our clients and/or suppliers, and which may impact the value of the abovementioned assets is forbidden to INTEGRATION professionals.

These actions may lead to disciplinary sanctions and criminal accusations.

1.7. Fraud and Protection of Company Assets

INTEGRATION professionals should neither directly nor indirectly engage in any type of fraudulent or dishonest business dealings that involve the goods, assets or reports/income and accounting statements of INTEGRATION. This type of conduct can lead to disciplinary sanctions and criminal accusations.

INTEGRATION’s reports and income statements serve as the basis of the management of our business and compliance with local, state and government authorities. All financial information must be aligned with solid accounting principles and exacting in its methodology and conclusions.

1.7.1. Intellectual Property

INTEGRATION professionals should be especially careful with the appropriate and correct use of the company’s tangible and intangible assets. All professionals should take reasonable measures to protect INTEGRATION’s assets from loss, damage, inappropriate allocation, theft, fraud, embezzlement and destruction.

Special attention should be given to the Intellectual Property of INTEGRATION and its clients and suppliers. Intellectual property encompasses, but is not limited to, patents, brands, reproduction rights, business secrets, domain names, logotypes, methodologies, market data and client lists, and any information classified as confidential know-how.

Any use of logotypes, videos and images of third parties, including INTEGRATION’s professionals, must be authorized by the third party beforehand, according to the terms established by INTEGRATION’s internal policy. INTEGRATION expects an equal level of care when handling our company materials. Requests for authorization must be sent to the Corporate Director, who will assess them internally alongside Marketing Area and the Risk Committee.

1.7.2. Internet, Email and Social Media

Internet and email services are provided by INTEGRATION to its professionals solely for the purposes of work communication and related information. The use of electronic systems, internet, email or social media to transmit, receive or download content that may harm work activities is not allowed. Social media, at work or in any other environment, should not be used to expose the private or confidential information of INTEGRATION or its clients. Content that exposes the
INTEGRATION supports and respects the international proclamation of the protection of human rights, not condoning cases that may harm these rights.

1.8.1. Nondiscrimination

INTEGRATION remunerates and treats its professionals according to a strict nondiscrimination policy regarding gender, race, religion, age, disability, sexual orientation, nationality, political opinion, ethnic or social origin. INTEGRATION believes in the value of and in fostering the diversity of our workplaces.

1.8.2. Prohibition of Child Labor

No form of forced or child labor is tolerated by INTEGRATION. The minimum age of employment is dictated by local law in each operating country, except when that law allows an age that is less than the one set forth by the International Labor Organization.

1.8.3. Work Environment and Harassment

INTEGRATION is greatly concerned with our physical work environment, and guarantees the constant maintenance, care and cleanliness of our offices. We are equally committed to providing working conditions that are ergonomically sound and support the wellbeing of our professionals.

INTEGRATION also guarantees the personal dignity, privacy and individual rights of all our professionals, and is committed to maintaining a work environment that is free of discrimination and harassment. Professionals will not be permitted to discriminate on the basis of origin, nationality, religion, race, sex, age or sexual orientation, or inflict any sort of verbal or physical harassment, for any reason. Professionals that feel their work environment is not consistent with the abovementioned conduct rules are encouraged to report their concerns to the Human Resources department or the Professional Development Cell through Audience.

1.8.4. Freedom of Association

INTEGRATION respects the rights of its professionals to unite and conduct collective negotiations through organizations and unions. Workers’ representatives will be protected against any type of discrimination within the limits of local laws.
2. Confidentiality

No professional is authorized to disclose confidential information obtained during the term of their contract or relationship with INTEGRATION, or after, about INTEGRATION or its clients or suppliers without due authorization. Confidential information includes any information related to business and operations revealed or in any other way made available to the professional, such as (but not limited to) economic, commercial, legal or contractual information; methodologies, whether registered or unregistered, company “know-how”; information from clients; financial and accounting declarations; information from other professionals or directors and management; strategic planning tactics; policies and technical information; and all document copies and byproducts containing confidential information.
2.1. Use of Confidential Information

Confidential Information should be used exclusively for the analysis of feasibility in projects and fulfillment of the business in question. INTEGRATION professionals will not use or allow others to use any confidential information for any purpose other than the one it was intended for.

2.2. Information Security

Confidentiality is very important in working with different clients from different market segments and in different countries at the same time. Our clients trust us with their sensitive information, for example the challenges they face, the decisions they must make, their financial documents and more.

To deserve and maintain this trust, our clients expect INTEGRATION to protect their information through implementing best practices in our day-to-day operations, such as, for example: use of INTEGRATION’s encrypted USB drives; eliminating documents after use; guaranteeing confidentiality of printed materials; not sharing password with third parties; locking computers during temporary absences, etc.

2.3. Release of Information to Specific Publics

Only predetermined departments within INTEGRATION that are directly responsible for a relationship with a specific audience are authorized to provide information about INTEGRATION to those entities. For example:

- Only with the previous approval of the Executive Committee is it possible to send or authorize the sending of information about INTEGRATION to the press.

- Only the Legal Department and the Executive Committee can send or authorize the sending of information to Legislative and Executive entities in general.

- Only the Legal Department can send or authorize the sending of information to the Legal Power and Public Ministry.

- Only the Human Resources department can supply, send or authorize the sending of information about INTEGRATION professionals or former employees.

2.4. Academic Work

All of the previously explained stipulations regarding confidentiality are equally applicable to academic work, including an INTEGRATION professional’s dissertation and thesis, which cannot contain information that has not been officially disclosed. The sharing of any data, internally or externally related to this purpose must include formal authorization.

It is the responsibility of each INTEGRATION professional to guarantee compliance with this Code of Ethics and Business Conduct when working externally through the company with our clients and suppliers.

These works, if deemed relevant or of interest to INTEGRATION, may contain certain information, if previously approved by the Risk Committee.
3. Compliance

It is the responsibility of each professional to guarantee the total compliance of all terms described herein this Code, and if questions arise regarding the Code, it is the responsibility of the professional to seek assistance from a direct superior, the Human Resources Area, the Legal Department or the Professional Development Cell through Audience. Making the right decision and maintaining INTEGRATION’s high standard of integrity is the responsibility of each professional.

3.1. Supervision of the Code of Ethics and Business Conduct

It is the responsibility of INTEGRATION’s partners, through the Executive Committee, to ensure that this Code of Ethics and Business Conduct is fully disclosed to all company professionals, and to supervise its implementation and compliance.

3.2. Reporting a Violation

All professionals and clients and suppliers, among others, should report any concern about a potential violation of INTEGRATION’s Principles and the values expressed in this Code of Ethics and Business Conduct immediately to INTEGRATION.

INTEGRATION provides several means of reporting. Any INTEGRATION professional may contact the Executive Committee, Risk Committee, Human Resources Department, Professional Development Cell or Legal Area to file a report regarding any concern or violation of these conduct rules.
4. Penalties

INTEGRATION does not tolerate any type of retaliation, veiled or not, against any person who instates a report through the channels provided by INTEGRATION. All reported concerns will be treated with confidentiality.

Some countries, such as England and the United States (in some states), do not allow anonymous reporting. If this situation occurs, INTEGRATION will inform the complainant of this condition.

Our professionals and all natural and legal persons that perform activities for or on behalf of INTEGRATION are subject to administrative or legal disciplinary measures in the event that a violation of this Code of Ethics and Business Conduct is determined, up to and including ending the employment relationship or contractual business relationship, including partnership. This decision will be made on a case-by-case basis, with consistent respect for local legislation.
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