



CODE OF ETHICS AND PROFESSIONAL CONDUCT



PORTO CENTRAL



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1 Introduction

Porto Central Complexo Industrial Portuário S/A (hereinafter referred to as 'Company') believes that the fostering and the promotion of ethical and moral principles are fundamental to the sustainable growth of its business.

Based on this premise, the Company drafted this Code of Ethics and Professional Conduct (referred to as 'Code') in order to structure and guide, in a fully transparent way, the behaviors and conduct relative to the activities related to the Company's Corporate Purpose.

Therefore, this Code reinforces and publicizes the minimum standards regarding attitude and conduct adopted by the Company.

Members and Partners shall practice and disclose the Company's values and principles, and comply and enforce the provisions of this Code.

2 Scope

This Code applies to:

- (a) Shareholders, Company Board of Directors, Company Executives, employees, trainees and apprentices (referred to as "Members").
- (b) Consultants, suppliers, business partners and other people or companies who will act for the benefit, or on behalf, of the Company (referred to as "Partners").
- (c) Subsidiary affiliated and controlled companies which, for the purpose of this Code, will be considered as "Members").

Members and Partners shall perform their activities in compliance with the function for which they are hired, as well as, in compliance with, the provisions of this Code, the applicable laws and regulations, internal policies and contracts and agreements signed by the Company.

This Code is not intended to describe all behaviors and practices related or resulting from the Company's business. Its purpose is to establish the minimum principles and guidelines to assist in the behavior of its Members and Partners in favor of an ethical and honest conduct.

The subjects treated in this Code may be complemented by additional rules, manuals or other instructions issued by the Company.



3 Purpose

This Code has the following main purposes:

- (a) To inform the ethical and moral minimum standards to be adopted by Members and Partners regarding the conduct of the Company's business and activities;
- (b) To guide and harmonize the attitude, conduct and decisions to be adopted by Members and Partners in order to avoid wrong interpretations and contradictory decisions;
- (c) To regulate internal and external relationships;
- (d) To make public the Company's policies in accordance with the practices of good corporate governance;
- (e) To protect and promote human rights based on the Universal Declaration of Human Rights.

4 Basic Principles

The Company's business and activities shall be guided by the following principles:

- (a) Equality;
- (b) Transparency;
- (c) Loyalty;
- (d) Respect for life and human rights;
- (e) Sustainability;
- (f) Integrity.

5 Internal Policies

5.1. Conducts of Members

The Members shall act according to the Company's bylaws and:

- (i) Act with fairness, honesty, loyalty and respect towards other Members, Partners and outside parties;
- (ii) Act according to the applicable laws and with respect towards human rights, the environment and the principles set forth in this Code;
- (iii) Perform activities respecting the health and safety criteria set forth by the Company;
- (iv) Preserve the Company's intellectual rights and assets, including its image and reputation;
- (v) Report in advance, any external activities that could affect or conflict with the Company's activities or otherwise benefit competitors;



- (vi) Prevent any conflicts of self-interest with the Company's interests and, when this is not possible, refrain from representing the Company in the specific issue and report the fact to the responsible manager or the Company's Ethics Committee;
- (vii) Not use the Company's name or professional position for any personal interest;
- (viii) Not offer or receive gifts or benefits as a means of exercising improper influence or for personal gain or reward;
- (ix) Not practice any act of economic or financial interest or any other activity that competes, directly or indirectly, with the Company's business.

5.2. Company's recruitment and hiring procedure

The procedure for recruitment, hiring and contract termination of the Company's Members will be non-discriminational and will be equal employment opportunity.

Applicants indicated by Members shall comply with the stages of the recruitment and hiring process, on equal conditions with other candidates.

Positions of subordination or relevant influence between family Members in the Company are not allowed, unless by prior approval by the Company's Executive Members. In cases involving Company Executive Members, a prior approval by the Company's Board of Directors is needed. In cases involving the Company's Board of Directors, a prior approval by the Company's Shareholders is required.

5.3. Payment, benefits and professional growth

Payments, benefits and professional-growth policies toward Members, are based on individual merit and professional skills of each Member, according to the professional opportunities offered by the Company.

5.4. Workplace

Members shall treat each other and third parties with warmth and respect, regardless of any hierarchical position, title or function. Any kind of discrimination, embarrassment, moral or sexual harassment, intrusion into private life or any other form of physical or moral abuse are not tolerated.

Members shall dress appropriately and consistently with the type of work performed, including, when necessary, the use of Personal Protective Equipment –PPE).

The misuse of drugs, alcohol or any illicit substance while working for, or representing, the Company, or while conducting Company Business, is prohibited. Members are also prohibited to remain in the Company under the influence of drugs, alcohol or any illicit substance.

Carrying any kind of weapon in the Company is prohibited, except by expressly authorized professionals.

5.5. Labor safety

The Members shall comply with the procedures and practices of health and safety related to their activities, mainly the procedures related to the use, maintenance and care of safety equipment (Personal Protective Equipment-PPE) defined as mandatory, in order to promote a safe and healthy working environment.

Partners shall comply with the law and the Company's health and safety procedures and practices, as well as with all safety and health practices and procedures related to their activities, including the provision and instruction regarding the use, maintenance and care of Personal Protective Equipment – PPE by its personnel.

Members and Partners have the right to refuse tasks that may put them at a health and/or safety risk, when there are no adequate protective procedures or measures in place.

5.6. Environment and sustainability

The Company takes into account sustainable development, preservation of the environment, efficient use of non-renewable resources, recycling and the development of environmental awareness, and therefore, it undertakes environmental responsibility initiatives and supports a precautionary approach to environmental challenges.

Members and Partners shall act in benefit of the protection and preservation of the environment, according to the current environmental legislation.

5.7. The Company's intellectual rights and assets

Members and Partners shall protect the Company's intellectual rights and assets under their care and avoid their misuse.

The use of the Company's intellectual rights and assets for purposes incompatible with the Company's interests is prohibited.

Members and Partners shall use the Company's equipment, facilities and electronic systems for purposes related to its professional activities.

The use of Company equipment, facilities and electronic systems for private purposes shall not interfere with the activities of Members or Partners or in the performance of the Company, nor impose any loss or risk to the Company's assets and intellectual rights.

The use of company equipment, facilities and electronic systems by non-authorized third parties is not allowed.

The installation of unauthorized software in the Company's computer is prohibited.

All Patents, industrial designs, software and any other work of an intellectual nature created by Members in the workplace belong exclusively to the Company.



Members, who create in the workplace any intellectual, artistic and scientific work susceptible to protection in accordance with Brazilian Law, will have the moral rights under the respective work. However, the Company will own the rights of use of such work.

5.8. Accounting operations and financial statements

All accounting operations and financial and economic activities involving the Company shall be registered in the Company's financial system and the Company's accounting records and shall strictly observe the current legislation, rules and accounting principles.

5.9. The confidentiality of intellectual property and Company information

Members and Partners shall not disclose to third parties any information, data, materials, documents, technical or commercial specifications, innovations, improvements or any intellectual property from the Company that they may have been exposed to as a result of their work, unless: (a) expressly authorized by the Company; (b) already available in the public domain; (c) is required by law, court or administrative order, within the limits of the requested information.

The obligation of confidentiality shall continue even when Members or Partners no longer have a relationship with the Company.

Members and Partners shall, whenever possible and available, archive physical documents in a safe place, and digital documents in equipment protected with passwords.

5.10. Communication

Members and Partners shall ensure the Company's good image by fulfilling the policies of use of social networks and the rules relating to external communications.

All communication with external parties on behalf of the Company, whether written or verbal (such as lectures and interviews), shall only be conducted with the Company's prior authorization and guidance.

The Company's image, logo or any other institutional symbol may only be used by prior Company authorization.

5.11. Contracts

Members and Partners shall act in an honest, fair and ethical manner with all customers, Company's suppliers and competitors. The use of unfair practices, manipulation, concealment or misrepresentation of the facts or the use of privileged information during any contractual negotiation involving the Company is forbidden.



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All contracts, payments and commitments made on behalf of the Company shall be according to the Company's Bylaws or previously authorized by the Company's Executives Members.

6 Political Participation

The Company does not adopt political or partisan positions. The Company's resources, space and image shall not be used to serve political, personal or party interests.

The Company respects the individual rights of Members that want to be involved in civic affairs or political process. However, such participation shall take place outside the workplace and during Member's free time and at his or hers own expense. Members who choose to apply for a political or public position or want to manifest publicly political issues, shall refrain from their function in the Company.

7 Human Rights

All Company activities and business shall respect internationally-recognized human rights.

The Company encourages diversity in the workforce and does not tolerate discrimination or prejudice related to race, religion, age, gender, political affiliation, ideology, social class, nationality, marital status, sexual orientation or physical condition of any kind.

The Company does not tolerate, allow or condone any business involving the use of forced labor and/or child labor, sexual exploitation and human trafficking in any process related to its activities and businesses.

8 Conduct with External Parties

Company Members and Partners shall act in a non-discriminatory and productive manner and with social and environmental responsibility regarding external parties and relations. Company Members and Partners shall always respect the laws and regulations of each location.

8.1. Conflict of interest and conduct with external parties

All Members, in the course of relations with: (i) others Members; (ii) potential or existing Partners, suppliers, business partners, consultants; (iii) public authorities and/or; (iv) community, are prohibited from using their position in the Company to obtain any kind



of advantage, privilege or benefit, directly or indirectly, personal or for third parties, for purposes incompatible with the interests of the Company.

8.2. Relationship with customers

Members and Partners must maintain a clear, ethical and efficient relationship with the Company's customers by identifying their priorities, meeting their needs, ensuring quality of service, reliability and confidentiality of information provided, respecting the agreements signed and the promised or expected deadlines.

8.3. Relationship with suppliers

The selection and contracting of product or service suppliers shall aim for the Company's best interests and be based on technical and professional criteria, such as competence, quality, supply capacity, deadline, price, financial stability.

Suppliers shall comply with all laws and regulations applicable to the service or product contracted.

The Company may terminate a business relationship with a supplier if there is any damage to its interests, image or in case a supplier does not comply with a tax, environmental, health, safety or other legal requirement.

If a supplier has family or personal relationship with a Member, the Company's business relationship will only be allowed by prior authorization by the Company's Executive Members. In cases involving the Company's Executive Members, a prior authorization by the Company's Board of Directors is needed. In cases involving the Company's Board of Directors, a prior authorization by the Company's Shareholders is required.

8.4. Relationship with public authorities

The practice of any act against government property and public values is not allowed. Members and Partners shall avoid circumstances that might create conflict of interest with the government or that might compromise the collective interest in an improper manner. Any actual or potential conflict shall be informed to the responsible manager, Company's Ethics Committee or the reporting channel.

The Company shall be immediately informed about any claim presented by a government representative against any Company Member.

8.5. Relationship with communities

The Company is committed to the development of the communities where it is located and to keep open communication channels with them.



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The Company will, at the appropriate time, inform local communities about health and safety issues concerning its business.

8.6. Gifts, Sponsorships, Donations and Others

Members are permitted, within parameters of proportionality and reasonableness applicable to a normal commercial relationship, offer and receive gifts (without commercial value), invitations to events and payment of expenses, provided that they are appropriate to satisfy a legitimate business need or a real opportunity for professional development.

The offering and receipt of gifts (without commercial value), invitations to events and payment of expenses shall be previously approved by the responsible manager, or, when exceeding the value of R\$ 150,00 (one hundred and fifty Reais) per person and event, by the Company Executive Members. Under no circumstances, Members may give or receive money or other personal advantage as a gift.

All sponsorships or contributions offered on behalf of the Company shall be previously approved by the Company and registered in the Company's records.

No Company sponsorship or contribution shall be made in exchange of improper benefits to Company, Members, Public Authorities or third parties.

8.7. Relationship with competitors

Fair competition shall be the basic element in all Company operations.

Members are prohibited to perform any understandings and/or agreements with competitors, explicit or implied, which may provide competitive advantages to competitor or restrict in any way the free competition of the market, manipulate the results of a public bidding or competitive public processes.

Members are prohibited to make any comments that may negatively affect the image of competitors or contribute to the spread of untrue rumors about them.

9 Anticorruption

The Company does not tolerate any act related to corruption that could be considered a serious violation of this Code and will subject the offender to immediate resignation or contract termination, as applicable.

Members and Partners shall act ethically and refrain from any illegal business and coercive or fraudulent practices, under penalty provided in this Code.

Members and Partners are prohibited to: (i) promise, offer, give or receive, directly or indirectly, financial or non-financial benefits, payments, gifts or any kind of advantages that constitute illegal or corrupt practice; (ii) falsify, defraud, manipulate or omit facts or



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documents; (iii) defraud, hinder, manipulate or prevent bidding processes or performance of administrative contracts or; (iv) defraud, hinder, manipulate or prevent public authorities from performing investigations and inspections.

Members and Partners shall report to the Company and the competent authorities any situation involving corruption that may come to their knowledge.

10 Violations of this Code

In case of doubts about any provisions of this Code or the integrity of conduct, Members and Partners shall take the matter to their responsible manager or the Company's Ethics Committee.

Any violation of the provisions of this Code shall subject the offender to the applicable penalties and disciplinary sanctions, which include a warning (verbal or formal), suspension, resignation and termination of the contract, according to the gravity of the violation and without prejudice to other penalties authorized by law or contract.

10.1. Violations

All violations will be investigated by the Company's Ethics Committee, judged by the Company's Executive Members and, when necessary, the competent authorities will be informed.

10.2. Violation Reports

Any act or situation that involves an actual or potential violation of the principles, guidelines or rules of this Code or any other Company policy shall be immediately reported to the responsible manager, Company Executive Members, Company Board of Directors or the Company's Ethics Committee, directly or anonymously, through any communication channels available in the Company.

In any case, the violation shall always be informed to the Company's Ethics Committee which will take all applicable measures, including those related to communication to the competent public authorities, when applicable.

Regardless of the method, all communications shall be treated with confidentiality and anonymity, except in cases where the confidentiality and anonymity were expressly renounced or when required by law or court order, regulatory body or stock market. Any form of retaliation against the person who in good faith reports any fact contrary to the guidelines set forth in this Code will not be allowed or tolerated.



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10.3. Company's Ethics Committee

The Company's Ethics Committee will be formed by 3 (three) members elected by the Company's Executive Members and will be responsible:

- (i) To raise awareness, spread and monitor the implementation of the rules described in this Code among Members and the Company's Partners;
- (ii) To clarify questions and provide guidance on compliance with this Code;
- (iii) To conduct the investigation of any violation of this Code;
- (iv) To recommend to the Company's Executive Members the application of appropriate penalties to the Member or Partner violating this Code;
- (v) To recommend to the Company Board of Directors the application of appropriate penalties to the Company's Executive Member offender of this Code.

11 Ombudsman Channel

The Ombudsman Channel is a confidential and direct communication channel, created to guarantee for internal or external party the means to report about conduct or behavior that is not in accordance with the principles and rules of the Code of Ethics and Professional Conduct of the Company or of the law.

The Ombudsman Channel can also be used for any doubts, questions or suggestions about this Code. Make your report through the following Ombudsman Channels:

- ◆ Email: ouvidoria@portocentral.com.br
- ◆ Electronic message via our website page: www.portocentral.com.br
- ◆ Letter addressed to the Company's Ethics Committee at Rua José Alexandre Buaiz, nº 350, Store 08, Ed. Affinity Work, Enseada do Suá, Vitória –ES, CEP: 29.050-545.
- ◆ Telephone: + 55 (27) 3200-3779

In all available contact channels, it is possible to maintain the anonymity of the report.

12 Duration

This Code shall remain in force indefinitely and may be reviewed in order to ensure that it remains relevant and effective.



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Receipt and Commitment Term

I confirm, for all purposes, that I received a full copy of the Porto Central Complexo Industrial Portuário S.A. Code of Ethics and Professional Conduct and I am aware of its provisions and its relevance for the Company's activities.

I declare that I have been informed and fully understand the rights and obligations of this Code.

I also understand that this Code was developed to be a guide to the Company's policy to conduct its business. I shall immediately report to my responsible manager any event current not expressly foreseen by this Code.

The signature and / or electronic acceptance of this Code is an expression of free consent on the compliance of all the provisions set forth herein.

Name: _____

Department: _____

Place and date: _____

Signature: _____



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