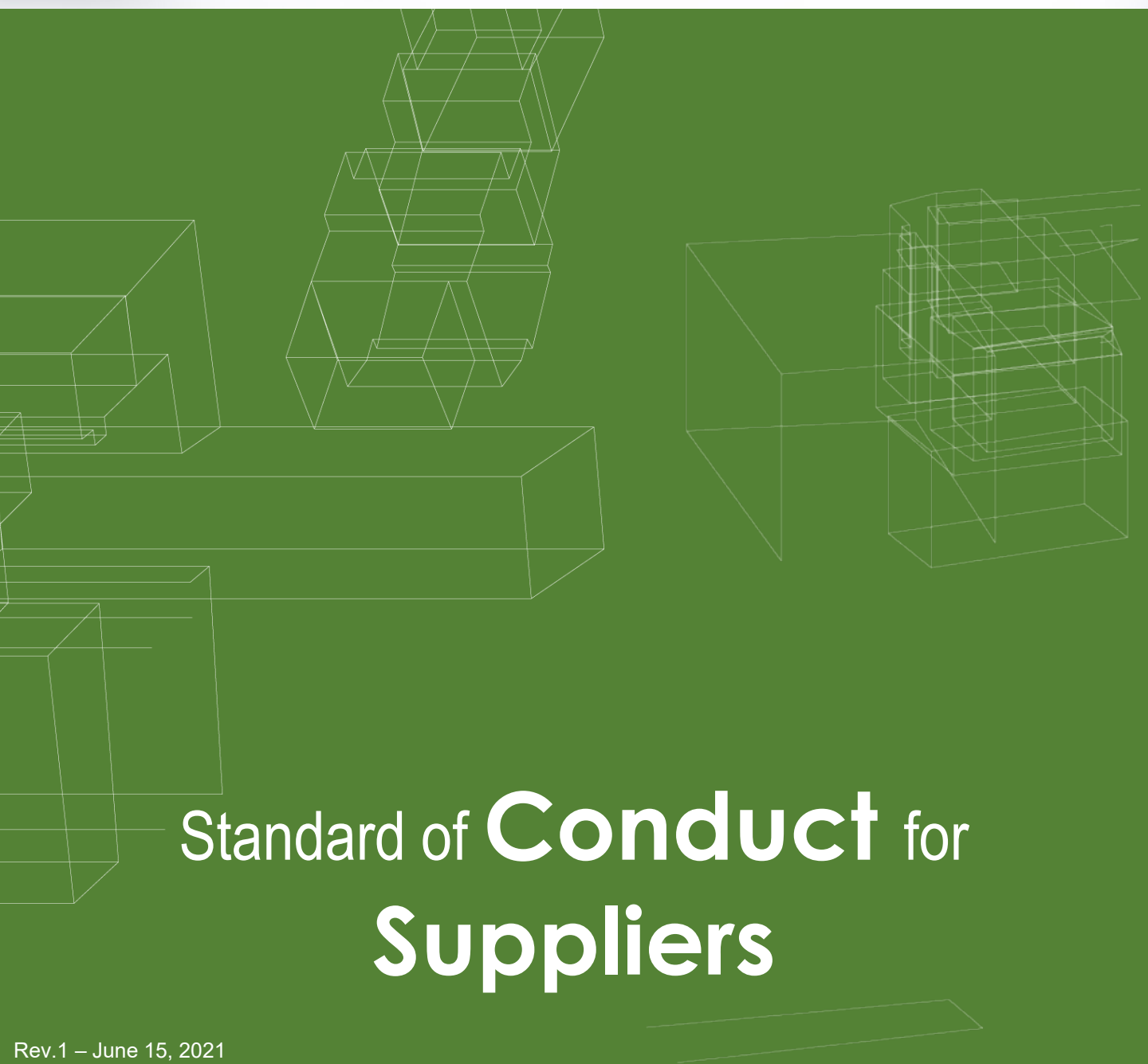
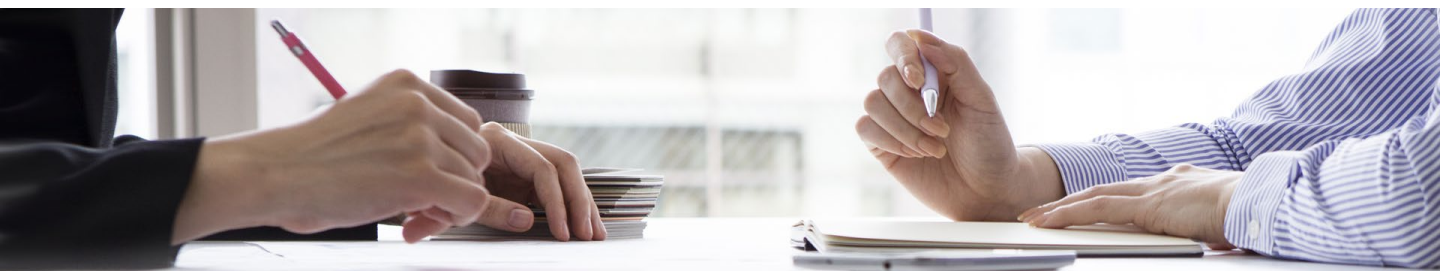




Standard of **Conduct** for **Suppliers**

Dear supplier,

The purpose of this Standard of Conduct for Estaleiros do Brasil (EBR) Suppliers is to provide them with guidelines that ultimately drive EBR relationship with its suppliers, building healthy, sustainable and transparent partnerships. Our organization upholds a corporate policy in accordance with the laws, regulations, national and international standards, where applicable, in addition to abiding by the highest standards of business and professional ethics.

EBR believes that the partnership with its suppliers is essential, and therefore understands that its values, principles and Policies reflect high moral and ethical standards that are critical to preserve the image of the company and its suppliers.

This Standard of Conduct should be understood and observed by all its suppliers in all locations where the organization operates.

By accepting this Standard of Conduct, suppliers recognize that all agreements, contracts and trade relations with EBR now and in the future will be subject to the provisions contained in this document as well as to application of disciplinary action, if so required.

In order to meet the legitimate interests of the parties involved in this relationship, we provide the Ethics Channel to report cases of noncompliance with this Code confidentially and, if so desired, anonymously.



01

Breadth of this Standard

This Standard of Conduct covers all EBR suppliers, service providers, consultants and all other professionals or organizations that operate in the name, behalf or service of EBR, as well as those of its subsidiaries and affiliates (hereinafter “suppliers”) in all countries where the company operates.

02

EBR Code of Conduct

We keep a corporate policy in compliance with the applicable national and international laws and regulations, and act according to the highest standards of business and professional ethics.

The purpose of this Code of Conduct is to define the ethical principles that will guide the actions of this organization and of our employees, as well as maintaining the institutional integrity, to accomplish a sustainable growth to EBR.

Each of the employees of EBR, regardless of the unit in which he/she is allocated, is requested to read this Code carefully and use it as guidance for their daily activities.

Please read carefully our Code of Conduct available on our website.

03

Anti-corruption policy

The EBR is committed to the fight against corruption. As such, the company follows a zero-tolerance policy towards corruption or any other practices which violate any of the provisions of the Anti-Corruption law. We neither permit nor tolerate that our suppliers engage in any unethical practices or any form of bribery or corruption, whether in the public or private sector.

The Anti-Corruption Policy prohibits that any contribution, or charitable or political donation is made or enforced in exchange for favors or improper advantage, or intended to influence a decision that ultimately favors the company.

EBR will do business only with reliable suppliers of excellent reputation, who abide by the laws and expressly undertake to adopt the same zero-tolerance policy regarding corruption.

To ensure commitment to the law and our internal procedures, EBR is concerned about performing a prior analysis of the background, qualifications, reputation and connections with public officials (Due Diligence) of its business partners and suppliers, seeking to dispel any doubts as to its ethical values, reliability, honesty and reputation. In the Due Diligence review procedure, the supplier is required to provide true, accurate and complete information to EBR, under penalty of termination of their contract with the company

03

Anti-corruption policy (cont'd)

Contracts entered into by EBR with its suppliers provide for clauses that expressly and clearly prohibit acts of corruption and encompass the rules established in this Standard of Conduct. By means of these provisions, the supplier undertakes to fully comply with the Anti-Corruption laws, under penalty of termination of the contract for cause.

Suppliers must documentation evidencing that services were effectively delivered or goods were indeed supplied should be kept, such as, but not limited to, copies of technical reports, studies, spreadsheets, opinions, meeting minutes, travel reports, travel vouchers and other documents that serve to prove adequately enough the effective provision of services or supply of goods.

All contracts with suppliers who present suspicious circumstances that may indicate the risk of violation of the Anti-Corruption laws, irregular or incompatible situations with the ethical standards required by EBR will be canceled.

04

Conflict of Interest

It is essential that personal interests do not influence or clash with the interests of EBR. Potential conflicts of interest can be managed without prejudice to the parties involved, provided they are properly communicated in advance to EBR. Therefore, suppliers are required to report - if they have kinship in direct line or collateral relatives (see table below) - any special relationship with government officials or with professionals of EBR.

Degree	Kinship in Direct Line		Collateral Relatives	
	Inbreeding	Affinity	Inbreeding	Affinity
1º	Father, mother, son, daughter	Father-in-law, mother-in-law, son-in-law, daughter-in-law, stepmother, stepfather, stepson or stepdaughter	-	-
2º	Grandfather, grandmother, grandson, granddaughter	Grandfather, grandmother, grandson, granddaughter of spouse or non-marital partner	Brother, sister	Brother-in-law, sister-in-law
3º	Great-grandfather, great-grandmother, great-grandson, great-granddaughter	Great-grandfather, great-grandmother, great-grandson, great-granddaughter of spouse or non-marital partner	Uncle, aunt, nephew, niece	Uncle, aunt, nephew, niece of spouse or non-marital partner

05

Relationship with Government Authorities

It is prohibited for any EBR supplier to offer bribes, kickbacks, gifts, entertainment or other improper advantage, personal or otherwise, of any kind, that may influence decisions or induce people of the government or EBR, its affiliates, subsidiaries or parent companies to grant undue concessions or direct and indirect benefits for EBR.

06

Relationship with EBR

It is forbidden for suppliers to act, directly or indirectly, promise, deliver or give any form of bribe, kickback or anything of value in exchange for any improper advantage for professionals EBR, its affiliates, subsidiaries, under common control or controlling, regardless of the professional's level or degree of seniority.

07

Gifts and Hospitality

EBR is concerned about preserving itself and protecting its reputation and avoiding any apparent irregularity in its dealings with suppliers. The exchange of gifts as a thank you for developing and strengthening ties between the parties is healthy, provided that in reasonable amounts and within the rules set out in our standards. The offer of gifts and things of value to our professionals must follow the provisions of our Policy on Gifts and Entertainment. Gifts that are promotional items, such as pens, mouse pads, diaries, calendars, notebooks etc., are allowed, and that have a market value below R\$ 100.00. This value is adopted by EBR as a reference to what is stated in article 5 of Resolution no. 3/2000 of the Government Ethics Commission, as well as in the Code of Conduct of Brazil's High Federal Administration. EBR professionals are prohibited from soliciting, putting on pressure or otherwise constrain our suppliers so that they offer these professionals free gifts, presents, commissions, bonuses or anything else of value in exchange for any improper advantage. If this occurs, please immediately contact our Ethics Channel.

08

Human Rights

Hiring Practices – Employment and Labor

Suppliers must fully comply with all laws and regulations prevailing in the locations in which they operate or perform their services. They shall repudiate and promote the eradication of forced labor, child and degrading labor, and maintain an environment free of harassment and abuse of power.

Human Rights (cont'd)

08

Child and slave labor

EBR will not carry out commercial transactions with suppliers engaged in the practice of child or slave labor. All suppliers must repudiate the use of child labor, slave or slave-equivalent labor. We also recommend that all suppliers conduct preventive activities in respect of child sexual exploitation.

Diversity

Suppliers should have a healthy work environment, treating employees fairly, with respect and in accordance with current legislation, prohibiting any form of discrimination in hiring and professional conduct. They should also respect the history and cultural customs of the communities where they operate.

09

Environment

Suppliers must commit (i) to act according to and comply with environmental regulations, observing the existing standards applicable to their activities, (ii) to keeping their products and services with the correct licenses and environmental permits, (iii) not to negatively affecting society and carrying out the control and mitigation of potential impacts and risks arising from their activities, encouraging and promoting the sustainable development of the planet.

10

Veracity and confidentiality of information

Transparency and accuracy of information in trade relations are essential for any partnership. EBR suppliers undertake to veracity of any information provided to the EBR.

Every supplier that obtains confidential and strategic information of EBR in any event is responsible for not disclosing or using such information for their own benefit or for the benefit of third parties.

11

Fair Competition

The law of free competition is a constitutional principle and ensures opportunity for a fair and balanced competition in the market. All suppliers should conduct their business consistently with the principles of fair competition, respect for good business practices and in accordance with the legislation currently prevailing.

Thus, anti-competitive practices, such as market division, illegal subcontracting or combination of prices are illegal and must not be tolerated under any circumstances. If any of these events occur, they should be reported immediately to our Ethics Channel.

12

Use of Image

The use of EBR logo or trademark, as well as images of its professionals, third parties, operations or projects without prior written consent, for any purpose - even if for the benefit of or for publicizing the organization itself – is prohibited.

13

Social Networks

Suppliers cannot mention EBR on social networks, shall respect EBR professionals and third parties and comply with the values contained in this Standard of Conduct, EBR Code of Conduct and the rules that apply to use of image.

14

Press issues

Suppliers are not allowed to interact, participate in interviews, or exchange any information with the press in the name of EBR.

15

Disciplinary Action and Contract Termination

EBR reserves the right to apply to its suppliers monitoring and audits to ensure and verify the efficiency and accuracy of processes and controls provided for in this Standard of Conduct. EBR may also request corrective measures when necessary.

Failure by EBR suppliers to comply with the provisions set forth in this Standard of Conduct shall entail adoption of disciplinary measures, from termination of contracts in force to blocking the supplier and cancelling its registration and eligibility for future business transactions.

Full compliance with this standard is a prerequisite for a EBR supplier.

16

Ethics Channel

EBR has an exclusive Ethics Channel for secure communication of complaints about violations of conduct and principles considered unethical which violate any of its policies or prevailing legislation.

Ethics Channel is serviced by an independent specialist company, ensuring absolute secrecy and the proper treatment of each situation with no conflicts of interest.

Complaints can be reported online or by phone. The Ethics Channel service operates 24 hours a day, 7 days a week. Your connection will not be tracked and, if you prefer, you can keep your anonymity.

Call: 0800 721 5951

Or visit: www.canalconfidencial.com.br/ebr



www.ebrbrasil.com

Acknowledgement of Receipt and Commitment

Standard of Conduct for Estaleiros do Brasil Suppliers

As a supplier of Estaleiros do Brasil Ltda., I hereby declare that I have read the “Standard of Conduct for Suppliers,” of EBR and that I am aware of the principles therein stated and that I undertake to observe it in all its provisions, being aware of its full content and accepting the penalties provided for in case of noncompliance, subject to the applicable penalties.

I further Declare that:

- all documents produced and information declared by me are true.
- I undertake to comply with the mandatory requirements as per legal regulations and Estaleiros do Brasil technical requirements.
- I will adjust the processes adopted by my company, my representatives and contractors to the best practices recommended in this Standard of Conduct.
- I accept to receive the representatives of Estaleiros do Brasil whenever necessary and provide the documentation required in monitoring and audit visits.
- I will disclose and roll out this Standard of Conduct for Suppliers to my representatives, professionals, suppliers and contractors that have any involvement with EBR.

Contracted company:

Name of person in charge at contracted company:

Title:

Place:

Date: ____ / ____ / ____

Signature:

