



Policy:

Version.Code:

**ETHICAL PRINCIPLES
AND STANDARDS OF CONDUCT**

1000.ORG.02

In case of any doubt related to this policy please contact:

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Manager: Human Resources

Approved by: Board of Directors

Users: All Collaborators



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Background:

Version	Date	Description	Manager
NR-REH-01	01/31/2001	Ethical and Conduct Code	Human Resources
01	02/25/2011	Adaptation of the Ethical Principles and Standards of Conduct to the new structure of Corporate Policies	Lilian Gordon
02	05/09/2012	Adaptation of the document to the new Level 2 Code of Corporate Governance	Lilian Gordon

Note: This Policy shall be reviewed by the Manager on an annual basis or within a shorter period, if so required.



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1 – Introduction

This Policy establishes the values and principles to be observed by Banco ABC Brasil S.A. (“Bank”) and to be preserved in its relationship with Officers, employees, service suppliers and other individuals and legal entities with which the Company has a relationship.

2 – Scope

This Policy is applicable to all Officers, Employees and Collaborators of Banco ABC Brasil.

3 – Definition

Ethics is currently defined as “the area of philosophy that studies moral rules in human societies” and tries to explain and justify the costumes of a certain human group as well as to provide subsidies for solution of its most common dilemmas.

Conduct is a manifestation of individual behavior.

Collaborators – are service suppliers and other entities with which the Company has a relationship.

4 – Responsibilities

4.1 – Human Resources Department

Is the department in charge of updating this Policy and supplying the document “Ethical Principles and Standards of Conduct” to all employees and collaborators.

4.2 – Collaborators

All collaborators must have knowledge of the principles and rules defined in this Policy and apply them in their daily activities.

5 – Requirements

5.1 – All group collaborators shall receive 2 copies of all Standards of Conduct and ethical principles of the company in the beginning of their relationship with the group.

5.1.1 – Employees and Collaborators: at the time of signature of their employment agreement and/or election;

5.1.2 – Trainees: at the time of signature of the training program document.



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5.2 – When acknowledging the content of the document, they shall sign the first counterpart and return it to Human Resources.

5.3 – Human Resources shall maintain the document duly signed in the file of the Employee / Collaborator.

5.4 – Follows hereinbelow the full text of the document “ETHICAL PRINCIPLES AND STANDARDS OF CONDUCT”.

5.4.1 – Purposes

To establish and promote the desired personal and professional ethics as well as the standards of conduct to guide the behavior of employees and collaborators.

5.4.2 – General Provisions

Bank activities are based on mutual trust and confidence by the public in general. Accordingly, it is necessary that all collaborators of the Bank and affiliated companies (the ABC Group) behave according to the highest and most proper standards of conduct.

This set of Standards of Conduct describes the basic standards expected and needed in our behavior both inside and outside the Bank.

Each member of the staff of the ABC Group should receive a copy of this Policy, requiring that each of us, within our areas of responsibility, ensure compliance so that the value and integrity of the ABC Group are maintained.

This Policy should be read in conjunction with the Internal Regulations of Employees, the employment agreement and any law applicable to each of the operating units.

If local laws or regulations determine stricter conduct standards than those presented in this Policy, they should be prioritized and complied with.

Thus, the more detailed local standards, if not conflicting with these standards, shall be maintained.

Client expectations are that the ABC Group will demonstrate a high standard of legality and ethical values and it is the obligation of every person to follow not only the explicit content, but also the spirit and implicit legal requirements of this Policy.

As employee or collaborator of the ABC Group you should be guided by the principles contained in this Policy.

Should any employee or collaborator have any questions about the concepts and criteria set forth herein, he should consult his supervisor, who, if necessary, shall consult the Human Resources Department.



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5.4.3 – INTEGRITY

All of us shall demonstrate a high standard of professional integrity in our work.

Integrity implies that we should fully deserve the trust placed in us by our clients and employers and this occurs when we are honest and unbiased. This means that we shall:

- a) always act honestly in our professional or personal business, so that no act committed by us will or may damage the reputation of the Bank.
- b) comply with all laws and regulations of all the countries where we operate.
- c) refrain from illegal, fraudulent or unethical behavior, especially with respect to financial and / or commercial negotiations, as well as in relation to the laws and regulations that affect us.
- d) not be involved, both inside and outside the Bank, in activities that may in any way be related to or allegedly colluding with illegal or criminal activities.
- e) keep the files and systems of the Bank so that all transactions are recorded promptly and accurately. We shall not falsify records or make them obscure or omit facts or represent them with inaccuracy in records or communications.
- f) give good example in managing our private business, avoiding behavior that can make us vulnerable to financial difficulties or that may lead to improper behavior, such as gambling.
- g) promote, in the Bank, political equality in the treatment of colleagues without favoritism or harassment.

5.4.4 – CONFIDENTIALITY

The ABC Group owes its clients a strict level of confidentiality.

The employee shall maintain in confidentiality and protected from third parties all financial, business and personal information related to clients, except if:

- a) The client has given prior written authorization consenting to the disclosure.
- b) Disclosure results from any judicial order or from determination of the competent authorities.
- c) Disclosure is required by law.



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- d) Disclosure is required to protect the assets of the ABC Group, such as in the hypothesis of disclosure to police authorities of any suspicion of fraud (in such case subject to the instructions of the Executive Board).

In the above hypotheses the confidential information shall never be disclosed without the prior authorization of the Executive Board.

All information related to negotiations and systems of the Bank, its subsidiaries and related companies shall be maintained in strict confidentiality.

All care should be taken as to what is said and to whom you speak, write or communicate electronically and you should protect information related to the activities of the ABC Group, limiting access to any confidential document or instrument of a confidential nature, which should be carefully stored on the premises of the Bank.

This confidentiality obligation does not exist only during the period that you are employed by the Bank, but also on a permanent basis after your termination.

All employment agreements are made in writing and shall contain the Confidentiality Agreement comprising all commercial matters relating to the ABC Group and its clients.

5.4.5 – CONFLICT OF INTERESTS

All employees have the obligation of preventing conflicts between their personal interests and those of the ABC Group or its clients and shall not promote / disclose any existing business relationships or interests that may have a potential conflict or commitment.

You should not engage in any transaction, negotiation or agreement representing the ABC Group before a client or any entity in which you or a relative of yours has any direct or indirect interest or that is in a position to compete with the ABC Group without having first:

- a) made, in writing, a full statement of the facts;
- b) obtained the written authorization of the head of your department, as well as of the Executive Board.

Except as to the authorizations established in your employment agreement with the ABC Group you should have no participation or involvement in any other business enterprise.

You should decline side jobs, consulting work offers or any invitations to be director or partner, except as permitted in your employment agreement or except as expressly approved, in writing, by the Vice President and Human Resources.



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A conflict of interest may occur between an operating unit and the client or between clients or potential clients. In this case, there should be more concern in ensuring equitable treatment to the parties involved. Guidelines may be obtained from your manager or the Human Resources department.

When managers themselves need guidance or authorization, this will be given by the immediate superior or the Board or the Human Resources department.

5.4.6 – GIFTS

You may not seek or accept for yourself or a relative, or offer to a client or potential client, participant in the negotiation, supplier or contractor of any company of the ABC Group, any favor, gift, service, entertainment or other benefit which value or frequency exceeds the normal commercial contacts; mostly cash or easy liquidity gifts.

You should not receive anything that might have influence (or that others believe that could influence) in your independent commercial judgment, in the reputation of the ABC Group or in the compliance with your obligations.

Regular business entertainment, when reciprocal, or acceptance of gifts with a monetary value of less than US\$100 (often for promotional or public relations purposes or for traditional parties) are permitted, but should you have any doubt you must contact your Manager for guidance.

In case you receive any unsolicited gift or benefit that violates these guidelines and you believe that returning the gift may have a detrimental effect on business relationships, seek written guidance from your manager, the Vice-President and Human Resources.

When managers themselves need guidance or approval, it must be obtained from their immediate superiors, the Vice President and Human Resources.

5.4.7 – EMPLOYEES OPERATIONS

Personal operations of any employees of the ABC Group of any type of securities / investment are subject to specific rules that shall be continuously and strictly complied with.

All employees, including new employees, shall receive a copy of this instrument when they start their activities.

Should you have any privileged information, some special restrictions are applicable.

Under no circumstances personal profits may be obtained from access to confidential information.



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You should not negotiate securities based on privileged information. This implies refraining from negotiating, offering guidance and causing any person to negotiate with stock or other securities quoted or negotiated in Securities Exchange if you have any information that you believe that is not publicly known and may affect the price of such securities or the companies involved.

This is applicable regardless of the source or the manner such information was obtained. It includes the following:

- a) the purchase and sale for himself, relatives, friends and others;
- b) advice or information to third parties to buy or sell;

Note: information with implications for prices are defined as those which, if known to the public, could potentially affect the price of securities.

Examples:

- proposals to take control or merger;
- potential insolvency;
- changes in management;
- new product or discovery.

5.4.8 – MONEY LAUNDERING

The ABC Group has the obligation to identify any money laundering operations and requires that all its employees comply with the detailed instructions provided. It is essential that all staff becomes familiar with such instructions and with any additional obligations imposed by local laws.

Any additional information may be obtained in the Money Laundering Prevention Policy.

5.4.9 – INSPECTION AGENTS AND AUDITORS

We should be completely open and sincere and cooperate and respond promptly to regulators and the internal or external auditors, keeping them fully informed of what can be considered reasonable.

It is essential that we have and demonstrate full compliance with applicable laws and regulatory requirements and that the ABC Group is seen as an enterprise managed in a professional manner.

5.4.10 – COMMUNICATION OF FACTS

You must communicate to the Reporting Channel any violation of law, any requirements of the regulatory authorities or of this Policy.



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Should you have any reason to believe that such requirements are about to be violated, you should also communicate such suspicion.

Non-compliance with this Policy or the failure to communicate knowledge of violation by a third party shall give rise to applicability of disciplinary sanctions and, depending on their nature, they may give rise to the following:

1. Written Warning
2. Suspension
3. Termination for cause.

6 – Related Documents

4020.ORG - Whistleblowing Policy

1510.ORG – Relevant Information and Preservation of Confidentiality

4030.ORG - Personal Investment Policy

9080.ORG - Ombudsman Policy

1500.ORG – Negotiation of Bonds and Securities (Banco ABC Brasil)

7 – Policy Review

This Policy shall be reviewed by the Manager within the maximum period of one year or a shorter period, should any change become required.