



**RANDONCORP**



**Code of**  
Ethical Conduct



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# Message from Management

Dear Colleagues,

Transparency and ethics are values that have been with Randoncorp since our founding and guide our relationships with all our stakeholders: employees, partners, suppliers, customers, shareholders and communities where our businesses are located.

One of the most important lessons we have received since the early ages is that ethical conduct must guide all actions, both personally and professionally, being an important guideline for companies that thrive and grow. For this reason, we remain firm and faithful to the values that have brought us here.

In line with our principles, this Code of Ethical Conduct for Randoncorp has the function of guiding us in all our daily actions. With this document, we affirm our commitment to ethics and integrity.

It is worth remembering that we are responsible for keeping this code alive and active, contributing to the transformation of our company, which seeks to be increasingly innovative, diversified and focused on sustainable growth.

We count on you to help us reinforce our commitment to the future and continue to strengthen our purpose of “connecting people and riches, generating prosperity”.



Daniel Raul Randon  
**President of Randoncorp**

David Abramo Randon  
**Chairman of the Board of  
Directors of Randoncorp**

# Principles

## Satisfied Customer

It only makes sense for us to exceed customer expectations. The basis of our relationships is commitment and trust.

## Ethics

Ethics shapes the way we are. We do what is right, following the best governance practices with integrity and transparency.

## Innovation and Technology

We guarantee our competitiveness with innovation and technology. It is our duty to generate solutions in line with new market challenges.

## Profitability with Sustainability

Profit is the basis for job and wealth creation that benefit the whole society.

## Valued and Respected People

We are people working for people. They are our priority, inside and outside the company.

## Preservation of Our Image and Legacy

The enhancement of Randoncorp's image and legacy is the responsibility of all of us.

## Safety and Quality

These are non-negotiable commitments. The constant search for improvement to our operations is what guides us towards our goals.

## We are Randoncorp

We are a team. Of companies and people. We have our singularities, our stories. We are all different. What unites us is the strength of the group and that is what makes us stronger.

# Our Way of Being

**“Connecting people and riches to generate prosperity.”**

**This is our purpose.**

More than a sentence, it is what moves us at work every day. This purpose is grounded in our principles, which are non-negotiable and reveal who we are and how we act: it reveals Our Way of Being. These principles are reinforced in our Code of Ethical Conduct and provide important on:

- What we expect and demand in our relationships;
- What to do in different situations that can be faced on a daily basis;
- How to act ethically in our work environment.

The Code of Ethical Conduct for Randoncorp must be applied and respected by all of our managers, employees and third parties who maintain relationships with our companies, along with our corporate policies and specific legislation for each Business Unit.



**Attract and retain customers,  
anticipating and overcoming  
their expectations.**

Meeting customers' expectations means knowing their needs and offering them a solution in a timely manner. Always act professionally, with respect, courtesy, efficiency, honesty, confidentiality and transparency. This is what counts when dealing with customers.

# Satisfied Customer





## Satisfied Customer

All relations with our customers must be based on excellence, ethics, transparency, respect and commitment in order to fulfill what has been agreed upon.

Satisfying and anticipating the needs of our customers, in terms of quality, technological innovation, agility, reliability and good service, adds value and contribute to building lasting and meaningful relationships. We expect you to commit with respect, creating good interactions and satisfying customer needs professionally.



## Pin this



**A customer has expressed that he is dissatisfied with the support service. I heard about it from the co-worker in support, who took a long time to resolve the issue. What can I do?**

We are interested in satisfying the customer in prompt manner, with attention to his remarks. Inform your immediate area manager or any of your unit's access channels and explain what you heard, in as much detail as possible.



**Keep everything we do within highly grounded ethics.**

We want our organizational environment and culture to be based on ethics, and for the preservation of our ethical values, our actions must always be based on what is right. This Code supports Our Way of Being, a guide for a healthy, safe, just, respectful and cooperative work environment.

# Ethics





The guidelines of our Code lead us to what is right in our daily lives, in order to guarantee our objective and the maintenance of an ethical and transparent environment.





## Conflicts of Interest

A conflict of interest happens when someone adopts a certain behavior or decision that benefits him personally and can harm others. In the work environment, this conflict can arise when a personal interest outweighs corporate ones, affecting the impartiality and integrity of judgment or decision making.

Whenever you see yourself in a situation of potential conflict of interest, stay away and report the situation for company analysis.

## Familial Relationship

Blood relatives are allowed to work at Randoncorp. However, direct or indirect subordinate relationships between spouses or equivalents, or family members (direct ascendants, direct descendants or siblings) should be avoided.

A romantic relationship between administrators, employees, suppliers or customers, in certain circumstances, can generate a conflict of interest, and therefore these cases must be reported to

the immediate manager. Situations in which an employee, a spouse, partner, or first-degree relatives have a shareholding in competitors of any segment of the market in which we are present must be identified and reported to the immediate manager.

## Professional Indications

The selection and decision-making process for hiring new professionals, whether they are employees or contractors, must follow all the company's internal procedures.

When these professionals are recommended by our employees, the same market conditions must be offered, without individual favors, and candidates are evaluated under the same criteria of quality, expertise and reputation.

Therefore, the employee who recommended the new professional, under no circumstances will be able to participate in the selection or hiring process.



## Pin this

**I am an employee of the company and recently my brother was hired as an employee as well. What should I do?**

Communicate to your immediate manager and update the information previously stated in the Conflict of Interest Form. Your brother cannot perform any activity within the same chain of command (subordination, hierarchy or reporting to your position and vice versa), and he must avoid being in the same area or on the same team as you.

**I am an employee of the company and started dating someone from another area. Is there a conflict of interest in this case? What should we do?**

In this case, as you work in different areas and in a different chain of command, there is no conflict of interest. Even so, inform both your immediate managers, with a view to possible transfers, promotions or restructuring of the areas.

**There is a vacancy opened at the company and I have a friend looking for a job who meets the necessary criteria. Can I recommend her?**

Yes, you can. However, you cannot participate in the selection process or influence the final decision. The selection process will take place and the evaluation of your friend will be made based solely on the technical criteria and other requirements expected in the position.

**We need to hire a supplier for the maintenance of operating units and my uncle is a partner at a company and does an excellent job. Can I recommend it?**

Yes, but you cannot participate in the hiring process or be responsible for managing the contract.

**I am a unit manager and I want to recommend my husband to a position at the company. Can I recommend him?**

Yes, with conditions. He can only be eligible for positions outside your chain of command, preferably in another area, sector or department.



## Pin this

**I am aware that Randoncorp is acquiring a promising automaker. My family invests in shares and I thought about recommending the purchase of Randoncorp shares, so that they can profit in the future with this acquisition. Isn't it a great idea to recommend our company's shares?**

Not in this case. By regulatory rule of the Securities and Exchange Commission you must not share privileged information nor recommend the purchase of shares during this period. In addition, when learning relevant information, you should not trade in the Company's shares until it is disclosed to the market.

## Competition

We commit ourselves to fair, ethical, professional and discreet conduct with our competitors. When dealing with our competitors, prefer contact them through class entities and associations. Always respect your image and products, and do not divulge false information or act in an unethical way to obtain information. Under no circumstances should you match prices or market strategies with competitors. A business environment free of manipulations, schemes or fraud relies on a fair and committed action by each and every one of us.

## Investments and organizations with partners

Watch out for potential conflicts of interest in investment and corporate situations. For investments and equity interests it is important that your activities at Randoncorp have no direct or indirect relationship with the

objective of the capital investment. Avoid this type of investment if it affects your ability to carry out your activities or decide with impartiality or independence.

It is prohibited to carry out any type of trading with securities issued by the Company and its subsidiaries during the blackout periods.



## Promotional gifts and presents

Receiving and providing promotional gifts are common market practices, accepted by our companies as they involve items with a promotional purpose of the brand with no commercial value.

Presents that have commercial value and that can influence transparency and impartiality in our relationships and negotiations need more attention. Therefore, follow the rules regarding promotional gifts and presents and the anti-corruption rules applicable in your Business Unit, which will tell the acceptable limits.

These rules should also be consulted when the situation involves interaction with public officials. Cash bonuses are prohibited: do not accept or offer!

Remember: It is forbidden to give, promise or offer gifts or present in exchange for favorable treatment, aiming at any benefit for Randoncorp.

## Institutional events, travel and meals

When you are invited by partners and third parties to corporate events sponsored by them, ask for approval from your immediate manager. If possible Randoncorp will pay for your travel and accommodation expenses.

With business meals with partners and third parties, good practice recommends that each pay their share, and the rules of your Business Unit regarding the topic must be observed.

However, with agents or representatives of public agencies, these meals can only occur if the anti-corruption rules and legislation applicable to your Business Unit allow and must occur within the limits contained therein.

Furthermore, when interacting with public officials, you must always respect the rules of the agency's code of conduct, as well as current legislation.

Always remember that such meetings and interactions must aim at professional matters and objectives, and be conducted ethically while preserving our image.

## Parallel professional activities

It is forbidden to carry out parallel activities that encroach on your working hours, compromise your performance or present risks to the business.

Any other type of professional activity not related to your responsibility and position at the company is prohibited from being carried out on the premises or with the assets of Randoncorp.



## Pin this

**I work in the company's financial department, but I am also a developer and manager of an online course on technology, innovation and digital transformation tools. Can I continue with this activity?**  
Yes, as long as your activities and productivity as our employee are not affected by this. Also, do not use our resources (systems, computers, printers) for this second activity, carry it out during your workday or quote our confidential information in your courses.

**To complement my income, I usually sell cosmetics from a catalog. In my neighborhood, everyone loves the products and I wanted to know if I can sell at the company during my lunch break?**  
No. Regardless of the time, the sale of any item on the premises of Randoncorp is prohibited.

**I received a set of notebooks and pens for notetaking, which were distributed at a corporate event to all participants. Can I have it?**  
Yes, these items are considered promotional gifts (with no commercial value) and it is okay for you to keep them or donate them.

**In a meeting with a supplier, he gave me a smartphone and said it is a way of thanking me for the support I gave him during the period when he provided service to the company. I believe that the gift was given with good intent. Can I take it home?**  
No. This item is not a promotional gift, as it has commercial value. Look for what your unit's promotional gifts and presents guideline recommends in this case to avoid a conflict of interest.

## Governance

We comply with the rules, indicators and good practices of the capital market and our activities, by consolidating an integrated corporate governance with effective rules and controls that strengthen us.

Our corporate structure is divided into boards and positions with defined responsibilities and functions that are all guided by our principles and norms of the Integrity Program.

We ensure that all our transactions are recorded in the accounting books, supported by appropriate documentation, and in accordance with current legislation, our internal rules and accounting principles, to allow the preparation of transparent and reliable financial statements.

Our employees and third parties cannot engage in negotiations or operations that hide or conceal the value of the object and their final or intermediary recipient, thus respecting all legislation on preventing money laundering.

## Confidentiality, Data Protection and Intellectual Property

Confidential data must be treated with care and cannot be shared with an external audience. Always observe privacy and data protection guidelines before sharing.

Be careful with the material result of the works, such as presentations, texts, projects, patents, drawings, industrial models, utility models and other creations and methodologies, as they are the intellectual property of our company and can harm us if undue sharing occurs.

During negotiations or discussions with customers, suppliers and other third parties at corporate events and meetings for benchmarking, protect our sensitive information, taking care not to reveal any data that carries business value or is essential to our competitiveness. In these interactions you can only provide true information when you are given the authorization by your immediate manager or when it comes from public sources.

## Relationship with the Public Sector

We must have transparent and ethical relationships with managers and employees in the public sector.

We must act with honesty and integrity, avoiding any conduct that may be deemed improper, in order to combat corruption, favoritism and the sale of illegal benefits. We must report any incidents for investigation.

In addition, hiring politically exposed person (PEP) or people with ties to must comply with local legislation. Acts contrary to public administration can be punished by law and negatively impact our business.

It is important to remember that when giving and accepting gifts, presents, invitations and meals to and from public agents, the rules on presents and anti-corruption of your Business Unit must also be followed.



## Relationship with suppliers and partners

Contact with suppliers and partners must be based on transparency and impartiality, reflecting the ethical stance we have in our daily lives. The choice of suppliers and partners must follow objective, technical and economic criteria such as experience, commercial conditions, price, reputation and quality of the products and services offered, without any kind of favor in the negotiations



## Pin this

**Can I forward registration, financial or transaction information from customers to third parties, without the authorization of the holder?**

No, because it is confidential information and we must protect this data.

**I was participating in the company's strategic planning, but I ended up being dismissed. Can I share this information since I am no longer in an employment relationship with the company?**

No. The information is owned by the company. Only the company can share.

**I was invited to participate in a benchmarking**

**with one of our competitors. Can I join this conversation?**

Yes, but be aware: do not share our Company's confidential data and sensitive information.

**We are having trouble getting a license from the city to build a factory in a timely manner. The inspector said he would help us out with the documentation if we hired his son-in-law's company to supply the cement that the project will need. Can we accept his offer?**

No, to accept this would be to unduly favor a public officer, which is an act of corruption, and is not in accordance with our ethical conduct. Report this offer from the inspector to protect yourself and our company.



**Develop, adopt and improve  
creative, innovative, and  
competitive technology.**

At Randoncorp, the technology applied to products, processes, services and information bring sustainable and competitive advantages, with a perception value by shareholders, customers, employees, suppliers and the community. The innovations are aimed at adding value to brands, customers and to other stakeholders.

# Innovation and Technology



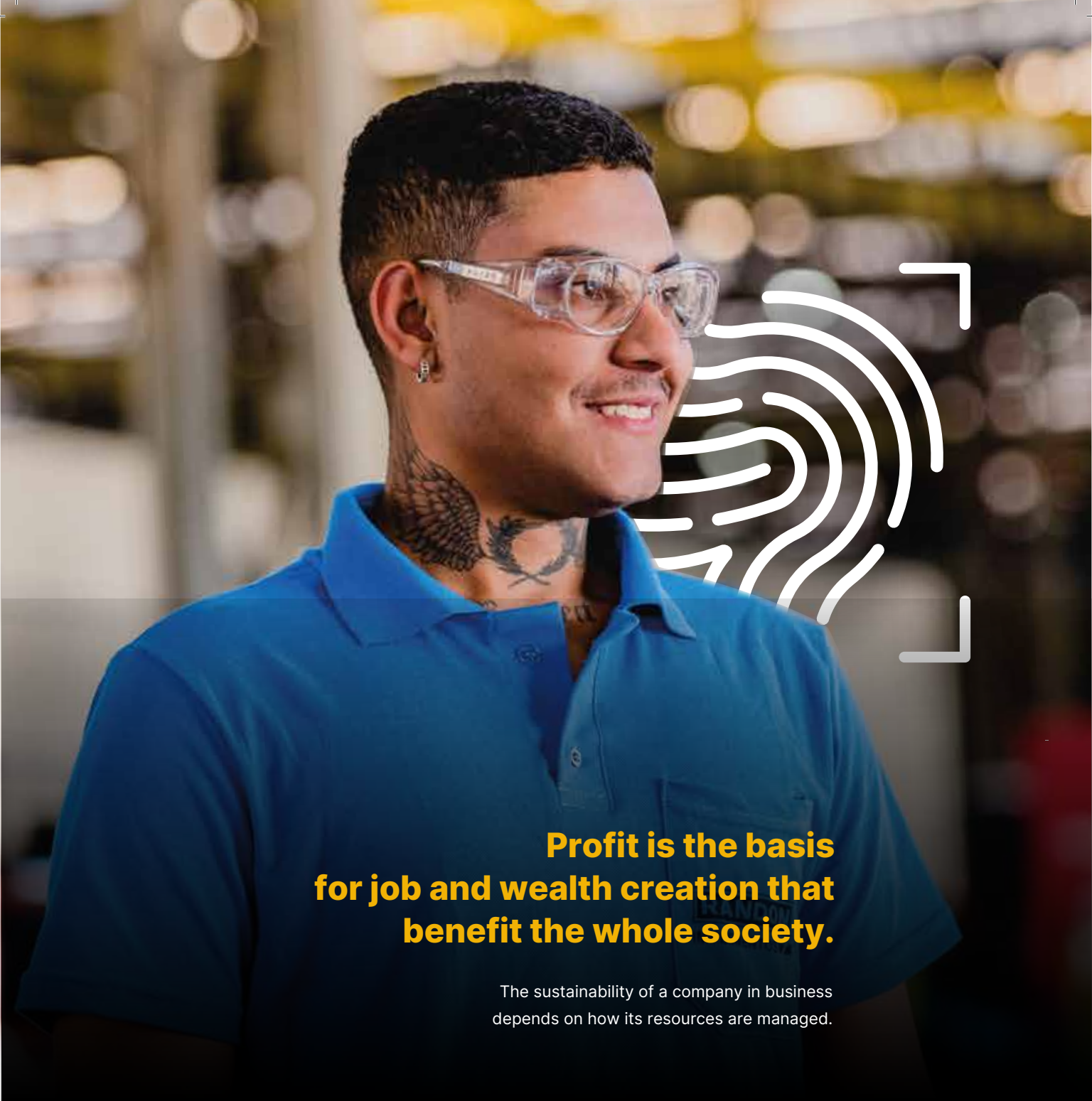
# INNO VAT ION

Innovation and technology focused on products, processes, services and information generate sustainable advantages, with a valuable perception from all our stakeholders.

Our employees must remember that a solid culture of innovation and investment in Research and Development could only deliver the efficiency, performance and quality that we expect if we respect legal, ethical, social and environmental responsibilities, in a transparent manner and fair to free competition.

We also encourage unprecedented initiatives and the sharing of experiences with external partners, through teaching platforms, research institutions and startups, seeking to optimize innovative solutions and factors that accelerate and strengthen competitiveness in our operating markets with ethics and transparency.

# TECHNOLOGY



**Profit is the basis  
for job and wealth creation that  
benefit the whole society.**

The sustainability of a company in business depends on how its resources are managed.

Profitability  
with sustainability





The economic sustainability of our businesses is based on the actions and initiatives that fit our governance framework, and social, environmental, and economic responsibilities. We understand that profit is the basis for job and wealth creation that benefit the whole society.

For this reason, we seek economic sustainability through economic, financial, and administrative practices aimed at fostering development, creating jobs, maintaining a positive image, encouraging technological innovation, finding new investment opportunities, and even the balance with the community affected by our activities.

In addition, we are aware of the impact of business activities on our ecosystem, which is why we have adopted conscious consumption patterns, for the preservation of natural resources. In addition, these patterns ensure sustainable growth for our company and the reduction of costs of our processes.

The use of work equipment must also follow this mindset of moderation and awareness for the performance of activities and can even be monitored by the company.

## Environmental and Social Responsibility

We recognize the importance of pursuing sustainable growth and paying attention to the limited resources of the environment and the impact of our products and operations have on society. Thus, we work continuously to meet the pillars of Environmental, Social and Corporate Governance (ESG), adapting our corporate goals to the well-being of everyone.

Through the Elisabetha Randon Institute, we pursue socially responsible opportunities, such as philanthropic donations and sponsorships in social, cultural, educational and sports projects, to help develop conscientious and responsible citizens.

We pursue these opportunities to benefit society, and comply with the rules of donations and sponsorships for each Business Unit.



Pin this

**A cousin who lives next to one of our factories said that irregular waste disposal is taking place in an area unsuitable for this, putting the local community at risk. I'm not sure if this is true, but I was concerned about the situation. What should I do?**

You must report the situation to your immediate manager, who will try to identify the responsible area, the veracity of the information and, in this case, to act in a timely manner. We always need to be aware of the impact we cause, as we do not seek profit at any cost, but rather we seek a balance between economic growth and social and environmental responsibilities.

Everyone who is a part of our company must respect the tradition and cultural identity of each community, recognizing its interests and collaborating to preserve its traditions and identity, progress, and maintenance of their own wealth. In addition, we seek to design and operate factories with facilities and systems that reduce environmental risks and impacts, adopting practices that promote environmental safety and preserve ecosystems.



**Respecting others  
is most important  
thing we do.**

At Randoncorp, our relationships must be based on trust, integrity and transparency. Our employees' engagement is very important in boosting the Company's results.

Valued and  
Respected People





## Pin this

**It has been difficult to interact with my manager. He is often rude to me, not available for answering my questions and does not provide the information and tools necessary for me to do the job. It bothers me. What should I do?**

This manager's attitude is neither professional nor adequate. He must distribute and manage tasks, and he cannot hinder their execution or treat you with disrespect. This conduct does not reflect the integrity, dignity and respect that we want in our spaces, and it can be harassment, which must be reported to the company.

**Is there any restriction on an employee asking a colleague out?**

Nothing prevents employees from dating each other in their private lives. But be aware! If there is no response due to embarrassment or if the response is negative and still there is insistence, this conduct may be considered sexual harassment and must be reported to the company.

**I received a nickname from my co-worker that makes me feel bad. Although everyone thinks he is just kidding, I don't like the situation at all, and I feel a tone of prejudice in this nickname. What should I do?**

This co-worker may not know that it hurts you if you never told him, but, in any case, it is not professional on his part, and he should stop. Try expressing that you find the nickname disrespectful and uncomfortable. If he continues, speak to your immediate manager and explain that the use of the nickname bothers you. Thus, they can talk to your co-worker about the expected behavior at work.



Professionalism must guide ethical conduct at work or when representing, in any other environment, and individuals must be respected. We encourage our employees to have positive attitudes in everyday relationships at work, aiming at improving the corporate atmosphere.

Inappropriate behaviors such as harassment, bullying, humiliation, discrimination, embarrassment or any other form of aggression or shameful treatment are not tolerated.

We respect human rights and, in our relationships and operations, we condemn and do not allow forced labor, slave-like or child labor.

Since respect is the foundation of our interaction, our employees can join unions, political parties and associations, as long as membership does not disrupt the work schedule and routine. The use of company's resources, premises, or image in conjunction with such organizations is not permitted.

## Diversity

Fostering a diverse and inclusive environment, appreciating differences and respecting human beings and their life story, are values that moves us. We work to develop a welcoming and safe environment that generates a feeling of belonging in our employees and partners, and, for this reason, we do not accept acts of prejudice or discrimination.

Our commitment is to guarantee a strong environment that leverage the skills of our way of doing: self-knowledge and continuous learning, positive influence, inspiring with confidence and results with a strategic vision. We want everyone to be committed to a culture of respect and cooperation that enables people to be themselves and be happy working with us.



**Creating and keeping a positive image is a commitment of all,**

either at work, in social relations or in the relations with the environment.

# Preservation of Our Image and Legacy





## Pin this

**I read on a social network a controversial post by a co-worker citing Randoncorp. What should I do?**

Do not leave a comment on the person's social page. Inform your immediate manager or any of your unit's access channels so they can handle the situation in the best way.

**My team was the sales champion in the sector in the past semester. My coordinator posted a table with the percentages and goals hit on his social page to celebrate. Can he do that?**

No. Sales information is confidential and cannot be shared on the internet, as third parties can benefit from privileged business data.

We are all responsible for caring for and preserving our image and history, understanding the importance of being ethical. The legacy of Randoncorp has built our way of being and this Code strengthens the ethical values of our actions, so use the guidelines of ethics in our communication.

## Press and Social Media

When information about Randoncorp is disclosed to external audiences, it must be accurate and transparent, and must be in accordance with our principles and in compliance with current legislation.

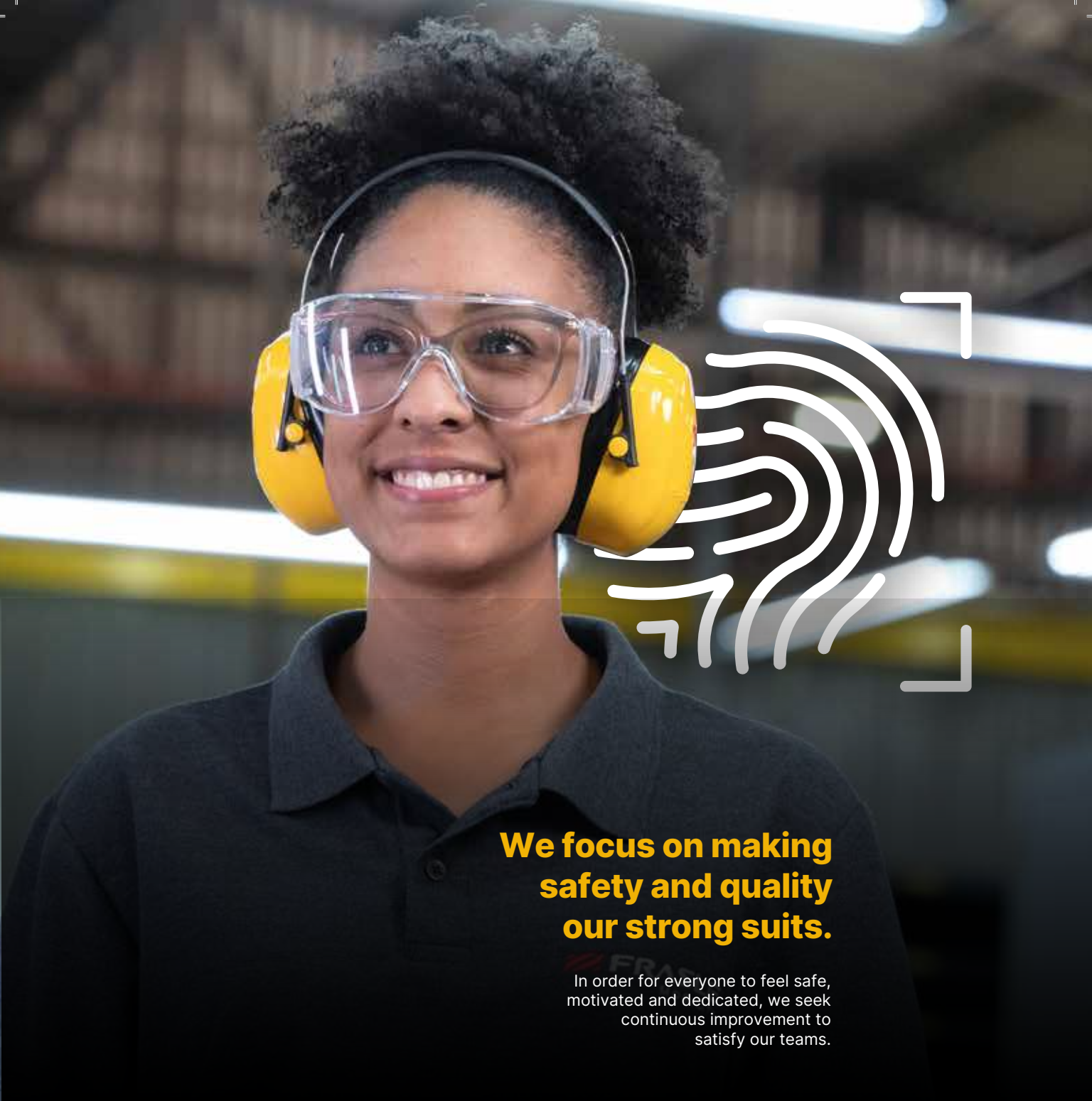
Employees are not allowed to speak on behalf of Randoncorp, without express authorization to do so. Administrators and employees authorized to represent the company before the press and other external audiences must act in an ethical manner, positively promoting the image, reputation, and interests of the Company.

Randoncorp use social media to present relevant content and foster a good relationship with the companies' brands.

You can share through your profiles on social media only the content that has been previously published by the official external channels of the companies. Be careful not to disclose sensitive information, publish photos or financial and strategic data that could harm us if open to the public.

We expect you to behave ethically in the use of social media, free of disrespectful or discriminatory content that may lead to a misunderstanding of your conduct.

Remember: Administrators or employees are not allowed to create pages and profiles on social networks on behalf of Randoncorp or their units, departments, and areas.



**We focus on making  
safety and quality  
our strong suits.**

In order for everyone to feel safe,  
motivated and dedicated, we seek  
continuous improvement to  
satisfy our teams.

Safety  
and Quality



## Work safety, health and Quality of life

The safety of our employees is essential for responsible performance, well-being, health and adequate task results. We value life and look for measures that can improve your daily life, and, in return, we hope that everyone personally fosters a culture of accident prevention and risk awareness and takes advantage of available guidance and training. Therefore, the use of personal protective equipment is mandatory.

In addition, we count on your attention and responsibility. It is forbidden to consume alcohol or illicit drugs in our facilities, or to come to work under the influence. It is also forbidden to enter our premises carrying firearms or any other object that could endanger people's lives or physical health.

We take the necessary steps to provide and maintain safe and healthy workplaces. We continuously improve our processes and practices to foster a culture of health and safety, thereby ensuring quality of life, both physically and psychologically.

## Quality

We strive for continuous improvement in management, in the production process and in services. To achieve this improvement, we rely on periodic assessments and measurements of our quality standards.

We do not accept violations or shortcuts in the execution of technical and operational procedures and standards, acting on behalf of safety, excellence, well-being and responsible profit.

**I identified parts and tools in my sector without identification, but I am new and I don't know if this is wrong with the company. Should I warn someone?**

Yes. If you believe that the item should be identified for the correct use and destination, ask your immediate manager. It can be a tool left by a distracted or negligent employee and may pose a risk, so warning is the best thing to do.

**A co-worker has started to use the PPE incorrectly. He says he has no risks because he is already experienced at the position, but I still think this situation is unsafe for everyone. What can I do?**

Taking care of safety is everyone's responsibility and you are correct in worrying about your co-worker's attitude. If there are risks to the health and safety of anyone, you should inform the immediate manager or the unit's access channels to report that the conduct is not in accordance with safety standards.

Pin this 





**Working as a team,  
with dedication, creativity,  
and competence, while  
building a strong team spirit.**

# We Are Randoncorp







We are aware of our role in society and strive for excellence in everything we do. This is only possible with the commitment of all our employees and partners.

The way you operate enables the success of this company, which, for over seventy years, has fulfilled its purpose of connecting people and wealth, generating prosperity, consolidating its brand, reputation, and market position.

It is for this reason that this Code of Ethical Conduct was created: to guide our relationships and promote an ethical and responsible culture. It is with the collaboration and dedication of all that we will guarantee the company's longevity and its performance while respecting the law, people and the environment.

# Communication channels

If you have any doubts about how to behave in any situation at or outside of work, you should look at the Code of Ethical Conduct. If you are still unsure what to do, ask yourself the following questions:

- **Is it legal?**
- **Does it reflect the values and ethical principles of the company?**
- **Does it conform to our policies?**

If the answer to any of these questions is NO, then don't do it.

In order to guarantee an ethical and transparent environment, any suspected violation of this Code, company norms or current legislation must be communicated through the access channels of your Business Unit.

We guarantee protection and non-retaliation to all whistleblowers in good faith, as well as the impartial and independent investigation of all reports received. In order to do that, it is important that you provide as much information as possible.

Denunciations or accusations in bad faith to harm someone will be subject to disciplinary actions.

## Sanctions and penalties

Conduct that is at odds with this Code of Ethical Conduct, as well as procedures and other corporate policies, is subject to disciplinary measures, in accordance with internal rules and labor, civil or criminal legislation.

**Make your report from anywhere in the world!**

 [www.canaldeetica.com.br/randoncorp](http://www.canaldeetica.com.br/randoncorp)

**If you are in Brazil, call:**

 **0800 777 0768**

**If you are in the US, call:**

 **1-800-245-8549**



**RANDONCORP**



## **Our Purpose**

Connecting  
people  
and riches,  
generating  
prosperity.