



Code of Ethics and Conduct



Code of Ethics and Conduct



Communication to Embraer employees and administrators

Five years after its approval, our **Code of Ethics and Conduct** fits perfectly within the Company's commitment to intensify its actions for ensuring sustainable growth.

As we analyze company values and the basic principles of the UN Global Compact, which the Company formally adopted in 2008, our Code of Ethics and Conduct bears many similarities to a country's constitution by integrating essential principles, rules, and values that should govern all Company policies, guidelines, and procedures.

The Code also applies to Embraer's subsidiaries in Brazil and abroad, and is absolutely consistent with the law and the best corporate governance practices in the countries where we are present.

Each Embraer employee is responsible for complying with it and ensuring that their actions and behavior always observe what is described herein. Anyone who violates this Code is subject to appropriate disciplinary measures.

In order to ensure its contents are up to date and it is effectively implemented, Embraer has three committees advising the Board of Directors (Human Resources Committee, Executive Committee, and Auditing Committee), as well as committees advising the Board of Officers (Ethics and Conduct Committee and Sustainability Committee).

As an essential management tool, the Embraer Code of Ethics and Conduct will be updated whenever necessary, contributing in a decisive manner to guiding our vision, actions, and behavior and ensuring the Company's perpetuity.

Frederico Fleury Curado
President & CEO

Introduction

The Code of Ethics and Conduct of Embraer – and its subsidiaries – originates from six Company Values defined in 2009, and takes into consideration the ten principles established by the UN Global Compact, geared towards sustainability (in its broadest sense, involving human rights, labor rights, environmental protection, and the fight against corruption), which Embraer adopted in 2008, as listed below:

Company Values

- **Our people** are what make us fly
- We are here to serve our **customers**
- We strive for **company excellence**
- **Boldness and innovation** are our hallmarks
- **Global presence** is our frontier
- We build a **sustainable future**

UN Global Compact Principles

- Support and respect the protection of **human rights**
- Not be complicit in **human rights** abuses
- Support **freedom of association at work** and collective bargaining
- Eliminate all forms of **forced and compulsory labor**
- Abolish **child labor**
- **Eliminate discrimination** in employment and occupation
- Support a precautionary approach to **environmental challenges**
- Promote **environmental responsibility**
- Encourage **environmentally** friendly **technologies**
- **Fight corruption** in all its forms, including extortion and bribery.



The present Code applies to company employees and administrators (Statutory Directors and Counselors), hereinafter referred to as “participants”.

Company Conduct

Chapter One

Article 1.1 Regarding its employees

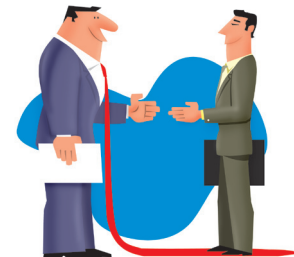
- a) No form of discrimination is tolerable, whether of religion, philosophical or political beliefs, nationality, family economic situation, origin, gender, color, ethnicity, disability, age, sexual preference, marital status, or other criteria protected by law.
- b) Harassment of any type is vigorously forbidden within the Company, especially those of a moral and sexual nature, involving any verbal or physical humiliation, coercive or threatening conduct toward Company employees, or the creation of a hostile work environment that, for no justifiable reason, interferes with individual performance or affects an employee's working conditions.
- c) When hiring people who are close relatives of other Company workers, there must be no conflict of interest, in accordance with the Human Resources Policy.
- d) Freedom of association with any legally established labor organization is ensured to all employees, as is the recognition of the right to collective labor negotiations.
- e) The existence of any form of child labor, forced or compulsory, is prohibited within the Company and its subsidiaries.
- f) The Company will have no relations with companies that use child labor, forced or voluntary, whether suppliers, service providers, customers, or partners.
- g) The occurrence of any form of protectionism or privilege in the leader/follower relationship is unacceptable.
- h) The privacy and confidentiality of personal information must be respected.
- i) The company must provide employees with safe and healthy working environment and conditions.
- j) Preventive actions, especially those related to health and a safe working environment, must prevail over corrective actions.

Article 1.2 Regarding its shareholders and the market in general

- a) The relationship between the Company and its shareholders and investors must be based on the precise, transparent, and timely communication of information that allows them to keep abreast of the Company's activities and evaluate its performance and potential.
- b) The treatment given shareholders and the flow of information provided to them must be independent of the number of shares they hold, and in accordance with legal and statutory restrictions and condition.
- c) The Company must create and maintain its accounting records and information in strict adherence to the legislation, standards, and current best practices, thus permitting a uniform basis for evaluating and communicating its operations.

Article 1.3 Regarding its customers, suppliers, and service providers

- a) The Company must always conduct honest negotiations with customers, suppliers, partners, and service providers.
- b) Decisions regarding contracting suppliers, partners, and service providers must be guided by objective criteria that takes in all of the basic aspects of selection, such as technical compliance, performance, quality, price and payment conditions, due dates, warranty conditions, and all relevant issues for each situation.
- c) The Company must not act in such a manner that could mar the image of its customers, suppliers, partners, and service providers.



Article 1.4 Regarding its competitors

- a) It is unjustifiable to use illegal or unethical methods to obtain information about competitors, such as business secrets, inducing employees to reveal confidential information, or stealing confidential and classified information, among others.
- b) The Company must not act in such a manner as to mar the image of its competitors, and their products and services.

Article 1.5 Regarding the environment

The Company must prioritize preventive measures in dealing with environmental challenges, act responsibly and in a timely fashion to administer eventual environmental litigations and liabilities. In the same manner, it must develop initiatives that promote greater environmental responsibility within its business, and demand the same conduct from its suppliers, partners, and service providers.



Article 1.6 Regarding the relationship with legally constituted labor organizations representing its employees

The Company recognizes the right to collective labor negotiations of its employees, and must always act with integrity regarding communication and discussion processes with the respective legally constituted representative labor organizations, always fully complying with the applicable legislation.



Article 1.7 Regarding conflict of interest

- a) The private interests of Company personnel must not interfere with the interests of Embraer. In this sense, any and all relations must be avoided that present, or appear to present, a conflict of interest between the Company and its personnel, including conflicts that might involve their family members or close acquaintances, either professional or personal.
- b) It is the duty of Company personnel to be loyal to it, defending its legitimate interests whenever necessary, basing their conduct on attitudes manner that they do not put the company's financial and property security at risk.



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- c) If a situation arises which represents, or could possible represent, a conflict of interest or a situation in which a conflict of interest is unavoidable, the Company personnel involved must take the matter to their immediate superior, in writing, fully describing all of the circumstances related to the case.
- d) Company personnel must not hold economic and/or financial interest in a competitor, customer, distributor, or supplier, since that interest could influence or seem to influence, his/her actions performed in the name of Embraer.
- e) Company personnel cannot work for or receive remuneration for services provided to any competitor, customer, distributor, or supplier, unless a conflict of interest is ruled out.
- f) The performance of work not related to the activities carried out by Embraer is prohibited, as is the sale of any type of product within the Company's facilities, either during or outside of normal working hours.
- g) The use of Company property, such as telephones, a variety of equipment, materials, or proprietary information for assignments other than those carried out for Embraer is not permitted.
- h) Company personnel are prohibited from soliciting gifts, tips, courtesies, or any other advantages for their own benefit or for that of family or close acquaintances, whether professional or personal.



- i) Company personnel are allowed to accept low-value gifts (up to US\$ 100). However, it is prohibited to accept any presents, gifts, or favors that could compromise their judgment, or have any expressed or implied understanding that the person receiving them is in any way obligated to do something in return.
- j) Employees in leadership positions and administrators are forbidden to influence or evaluate the work or salary of family members or close acquaintances.
- k) The Company does not grant personal loans or guarantees for personal obligations to any of its personnel.

Article 1.8 Regarding corruption

- a) Corruption is rigorously intolerable, such as extortion, bribery, money laundering or of any other form, whether active or passive.



Conduct of employees and administrators (Personnel)

Chapter Two

Article 2.1

Company personnel must always act with integrity in their activities, with the same diligence and thoughtfulness that a trustworthy person employs in his/her personal life, complying with the law and the ethical standards of the society of which they are a part.

Article 2.2

It is strictly forbidden that any Company information not in the public domain be disclosed by its personnel. The same applies to information regarding its customers and suppliers.

Article 2.3

Company personnel must care for the environment, their own personal health, as well as that of their coworkers, and for the work environment, eliminating potentially unsafe actions when performing their tasks and responsibilities.

Article 2.4

Company personnel who may have family members or close acquaintances, whether professional or personal, working in businesses whose purpose is to provide services or goods to Embraer may not use their personal influence on the processes involving negotiations, choices, or contract closings.

Article 2.5

Company personnel are prohibited from participating in outside activities, remunerated or not, that could be characterized as a conflict of interest with Embraer's business, as well as from the improper use of information, technologies, knowledge or any other means, tangible or intangible, that are property of Embraer.



Article 2.6

Company personnel must take care to allocate and use well Embraer's property and facilities, such as equipment, provisions, property, tools, inventories, systems, software, and vehicles, among others. Those properties and facilities, as well as financial resources of any kind, data and information, must be used solely for the benefit of the Company.

Article 2.7

Company personnel must be loyal to Embraer, taking care that their actions do not conflict with the Company's interests, basing their conduct on attitudes that do not put the Company's financial security or assets at risk.

Article 2.8

It is not allowed to discuss or engage in dialog with competitors about matters related to competitive advantages, such as pricing policies, contract terms, costs, inventories, market and product planning, market research, or similar subjects, especially those that could be characterized as in violation of the principle of a free market or market reserves.

Article 2.9

Company personnel cannot, under any circumstance, benefit from the use of privileged information, in order to profit or enjoy advantages in stock market transactions, and, if it occurs, it will be treated as an economic crime (white collar).

Article 2.10

The Company's premises constitute the workplace of all employees, of various and diverse religious and political backgrounds, meaning that manifestations of a religious or political nature must be inhibited and avoided, on principle.



Doubts and Omissions

Chapter Three

Article 3

The guidelines of Embraer's Code of Ethics and Conduct make it possible to assess most situations and minimize subjective interpretations of ethical principles and conduct. However, they do not necessarily detail all situations that could arise in the daily life of each person. Therefore, if questions come up regarding the application of these guidelines in a given situation, the immediate superior must first be consulted.

Penalties

Chapter Four

Article 4

Any conduct that might be characterized as an infraction of any of the ethical principles and conduct described in this Code, as well as those not complying with ethical laws and standards of society, in general, will be considered serious offenses, thus subjecting those involved to disciplinary action, if so required, to dismissal for just cause.



Channels for Reporting Misconduct

Chapter Five

Article 5.1

The Company has a communication channel that ensures anonymity and makes it possible for anyone to report any eventual perceived distortions of the provisos of the Code of Ethics and Conduct. The Report of Misconduct, which has been in operation since August 2005, is a tool available in three distinct forms: the Intranet, Embraer's website, and postal services to Caixa Postal nº. 11.331, CEP 05422-970, São Paulo – SP, Brasil.

Article 5.2

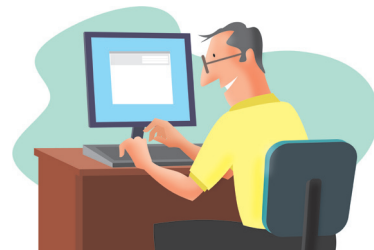
All complaints are automatically sent to an external independent auditing agency that, after preliminary analysis, forwards them to the Ethics and Conduct Committee, whose duty it is to evaluate them and recommend the respective corrective action for each case. Depending on the seriousness and scope of the charges, they are forwarded to the President and CEO and/or the Board of Directors, by the Auditing Committee, who must analyze them and take appropriate action.

General Provisions

Chapter Six

Article 6

The Code of Ethics and Conduct is valid indefinitely. It must be distributed to all Company personnel, who will not be able to claim, under any circumstance or with any argument, that they are not familiar with the guidelines herein





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