



Code of Conduct



SANTISTA

Summary

What is the Code of Conduct	04
Code of Conduct's objectives	04
To whom the Code of Conduct applies	05
Responsibilities on the Code of Conduct	06
Fundamental rights of Santista professionals	07
Direct Channel	08
General conduct by Santista in relation to its professionals	09
Conduct in relation to the market	11
Conduct in relation to the media	14
Conduct regarding the company and its assets	15
Conduct regarding the community and the environment	17
Conduct regarding professional and business entities	19
Conduct towards the government	20

A message from the directors

We share the Santista Code of Conduct with you, with the main objective of improving relationships and adding to the environment credibility and trust, demonstrating our social posture and pride in being Santista.

We invite our professionals, suppliers, clients, local community and other partners to follow the principles described herein, thus creating a chain of core values for a good relationship with society.

Coherence and constant awareness of the principles and attitudes are the goals. This is what we want to be.

Understand, practice and multiply these guidelines.

We are counting on you.

Rodrigo C. Barbosa
CEO

Gilberto M. Stocche
General Manager Brazil

1 What is the Code of Conduct



Santista operates in the textile business, with units in Brazil and abroad.

This Code of Conduct defines how Santista must conduct itself in its relations with society. It is an important step towards consolidating its business ethics and was based on extensive discussions involving shareholders, managers and employees.

All employees must incorporate the values expressed in this Code, according to the internal rules and regulations of the Business Units.

2 Code of Conduct's objectives



The Santista Code of Conduct has the following objectives:

- To make its corporate values clear, so that society can learn about them and all its professionals can understand, respect, and practice them.
- To serve as an individual and collective reference for each professional's attitudes and conduct.
- To help promote the values in all its business units, so that professionals operate correctly, fairly and effectively in relation to society and the environment.

3

To whom the Code of Conduct applies



The Code of Conduct applies to all professionals working at Santista and concerned parties, regulating their relations with:

- Other professionals at Santista
- Clients, suppliers, banks, partners and competitors
- The government, at all levels
- The local community and society in general

Whenever you are not sure about what to do, see this Code of Conduct, which is also available electronically on company's intranet and websites.



4

Responsibilities on the Code of Conduct



The Ethics Committee, composed by Santista's representatives, is responsible for the continuous improvement of the Code of Conduct and for ensuring compliance with it.

Responsibility of the Leadership

Each team manager at Santista's business units is a representative of the professionals they lead and is obliged to:

- Have a detailed knowledge of this Code, in order to clarify any doubts the team may have. If they cannot, they must forward the question to the Ethics Committee;
- Act accordingly with the Code, in order to serve as an example;
- Promote Santista's values and the premises stated in this Code to their team, third parties and other social groups with whom they have contact, guiding them on the procedures herein;
- Ensure compliance with this Code of Conduct and report through the Direct Channel, if they know or suspect of any breaches.

Individual Responsibility

Each Santista professional must:

- Adopt a conduct and attitudes that respect the Code, in order to serve as an example, and;
- Ensure compliance with this Code of Conduct, reporting through the Direct Channel, if they know of or suspect of any breaches.

5

Fundamental rights of Santista professionals



Every Santista professional, regardless of their job, position, or salary, shall be treated with respect and attention, and offered the conditions for their personal and professional development.

Health and safety at work must be permanently paid attention to by the business units which must ensure the physical and moral safety of professionals within the performance of their duties.

To this end, all the professionals must abide by the general health and safety standards set out in the Santista Occupational Health and Safety Policy, and participate in training and orientation activities.

6 Direct Channel



Any professional who knows about or suspects of a breach of this Code, or who is subject to any form of pressure or unlawful request by a public official, must immediately inform the company through the Direct Channel:

0800 702 2312 – Brazil
0800 666 0120 – Argentina
canaldireto.santista@tmf-group.com

The Direct Channel is managed by an external organization and guarantees the absolute confidentiality of your identity and the confidentiality of the information you provide. No one shall be punished or retaliated against for information provided in good faith.



7

General conduct by Santista in relation to its professionals



Santista believes that the diversity of its professionals is a major factor in its continued success and growth.

Santista is committed to give equal opportunities for everyone. Career development depends on individual performance, talent, commitment to the values of Santista, dedication and involvement in the work done. Discriminatory practices against any professionals or candidates are not tolerated.

It is part of Santista's business policy to promote the development of its professionals, to value and recognize people based on results achieved and to ensure that the company provides a space for creation and achievement. Santista's guidelines, therefore, encourage teamwork and partnership in professional relationships, responsible leadership, and integration.

The company encourages respect and collaboration between professionals in order to create a favorable internal environment allowing business growth and company's development.

Slavery, child labor, and all forms of harassment, especially bullying or sexual harassment, are inadmissible in the working environment and will not be tolerated.

Possession of drugs or weapons is not allowed, especially in the workplace, and is considered a serious offense, subject to the labor law and criminal penalties.

Bribery, money laundering, financing terrorism, fraud and corruption are repudiated in all countries where Santista operates and not accepted by the company. Such cases will be punished according to current local law and the company rules.

Santista repudiates any and every damaging act against public or private property, domestic or foreign, against the principles of public administration or against the international commitments assumed by Brazil, or the countries where it operates.

Santista expects its employees to comply with the law and to behave as decent and responsible citizens in personal conduct on and off the job.

8

Conduct in relation to the market



Client Services

Santista is committed to ensuring the quality of its products and services, to serving clients and consumers efficiently, quickly, politely, and transparently. When clients cannot be assisted, it must be explained detailing the reasons in a clear and respectful manner.

Quality and Compliance

Santista will only provide products and services that comply with local laws and / or as established in contracts with clients.

Confidentiality

Santista professionals are required to respect the confidentiality of information received from clients and business partners.

The Competition and Consumer Rights

Santista believes that fair competition and respect for consumer rights are factors that favor the development of the market on a sustainable basis. No client can be forced to accept conditions contrary to these rules in order to acquire products and services.

Respect to Third Parties Law

Santista respects the intellectual property, copyright, industrial property (trademarks, patents and industrial designs) and personality rights pertaining to customers, suppliers and third parties and does not accept any violation of these intellectual property rights. The customer may not use the Santista fabric for piracy purposes or falsification products.

Procurement and Contracts

Relationships with suppliers and other partners must always be guided by quality, cost-effectiveness, technical and financial reliability, integrity in the conduct of businesses with regard to legislation, anti-corruption practices, environmental, commercial, social, and contractual rights.

Engagement with Companies with Conflicting Interests

Inform your director, who shall consult the Ethics Committee, whenever a company owned by you, your family or people closely related to you is preparing to be, or is, hired to provide services or deliver products to Santista.

The Competition

Santista respects its competitors, and seeks to overcome them in a healthy way, offering the best products and services. Attitudes that may constitute libel or defamation of competitors are not tolerated.

Gifts and Invitations

The acceptance of gifts should be limited to values equivalent to US\$ 100. Cases not covered by this definition should be refused. If it is impossible to refuse or return the gifts, those outside the limits of the value established herein shall be made available to HR for final resolution.

Receiving institutional gifts from suppliers and other related institutions is not considered to be an ethical breach. Institutional gifts are understood to be those whose values do not exceed the equivalent of US\$ 100 and which are usually identified with the brand of the company that gives them.

Invitations to events, technical trips and others must be reported to the director of the area involving the professional invited, for evaluation and approval. In case of doubt, the Ethics Committee shall be consulted.

9

Conduct in relation to the media



Santista considers the role of the press in shaping the organization's public image to be important and tries to provide information or answer requests, when relevant, bearing in mind its right not to comment in questions contrary to its interests or to uphold the confidentiality of information considered to be strategic.

Only authorized professionals shall speak on behalf of Santista. If you are contacted to provide information, give interviews or make a statement on behalf of Santista by any media outlet, inform the director of the area and / or HR for your unit. No statements can be given without this consent.



10

Conduct regarding the company and its assets



The company's assets must be used and maintained with the outmost care and respect. It is the responsibility of every professional to prevent theft, waste and misuse of company's assets.

Trademarks, Patents and Inventions

Innovations developed by professionals through their work at Santista, patents and intellectual property rights stemming from such inventions are incorporated into Santista's assets and remain with it even after the professional leaves the company.

Internal and External Communications

The use of Santista equipment and means of communications (telephones, e-mail, internet, and others) for personal reasons must be kept to the minimum necessary. The internet cannot be used for the transmission or reception of offensive information, aggressive or pornographic content, political, religious or discriminatory positions.

The use of email should be for activities related to the business of the company in a diligent and responsible manner. Santista has the right to monitor and control the use of e-mail, whenever it deems it necessary.

Information about Santista and its Businesses

Information should be disclosed internally and externally only by those authorized to do so and in an accurate, objective and adequate manner. Each professional is responsible for the custody of the information available to them and must notify their supervisor about anything that might seem strange or incompatible with the values of Santista. False, slanderous or malicious statements about colleagues, about Santista, its businesses, partners, suppliers or clients may be subject to labor law and / or criminal penalties.

Insider Information

Professionals with access to information that is not published are required to keep it confidential, even after leaving the company. The use of confidential information for personal or third party benefit is a crime, subject to labor law and / or criminal penalties.

11

Conduct regarding the community and the environment



Santista always seeks to relate with the communities where its business units operate, in a harmonic way, respecting people, their traditions, their values, the environment and the law. At the same time it seeks to collaborate actively in local development, improving quality of life and reducing social problems and inequalities.

Management and the Environment

All of Santista's activities must be conducted in compliance with legislation, and seek to optimize the use of natural resources, the conservation of nature and biodiversity. Santista has an integrated management system certified by environmental laws, caring for occupational health and safety which guarantees quality. The units cooperate with the communities where they operate in the development of environmental awareness and in conservation efforts.

Child Labor

Santista does not use child labor and must certify its suppliers and clients follow the same principle.

Slave Labor

Santista does not comply with slavery, or uses slave labor and must certify its suppliers and clients follow the same principle.

Volunteering and Social Responsibility

Santista develops social responsibility activities and internal volunteering programs. These activities are considered part of Santista's responsibilities.

Religious Entities

Santista respects the faiths and beliefs of both its employees and the communities where it operates.

12

Conduct regarding professional and business entities



Activities and personal relationships that go against the interests of Santista must be avoided, and the following attitudes and conducts are recommended:

Professional Activities

Santista's philosophy is to take part in entities and associations representing its sectors of operation. This participation should always be decided by the CEO and Directors to ensure proper representation, without jeopardizing the effectiveness and the work of the professionals involved.

Political Activities

Santista does not get involved in political party activities and professionals wishing to participate in this process should do it individually without involving the company's name or resources. Political activities carried out by Santista professionals should occur and take place outside the workplace and working hours, provided they are not considered to be in conflict with the activities performed in the company.

Union Activities

Santista respects unions and does not practice any kind of discrimination against unionized professionals.

13

Conduct towards the government



The relationship with authorities, politicians and public workers must be based on adequate and professional attitudes.

Santista does not tolerate practices that involve any improper advantage for public officials, fraud in contracts and / or bidding procedures, the manipulation of economic and financial contracts, or the obstruction of investigative activity by public bodies. Santista professionals who know of such attitudes are required to report it to their supervisor and / or the Direct Channel.

Santista's philosophy is one of strict compliance with the laws of the countries where it operates and expects the same of its employees.

It considers, however, that it is legitimate to fight abusive, discriminatory or incorrect measures, which shall be done through administrative or judicial actions at the respective competent authorities.

Santista must make sure that its suppliers and clients have good relationships that are based on professional conducts with public officials. If any of its partners does not comply with anti-corruption law, commercial relations will be ended.

Terms of Commitment

Code of Conduct

SANTISTA EMPLOYEE, SERVICE PROVIDER OR SUPPLIER:

I _____

declare that I have read and understood all the provisions of the Santista Code of Conduct and I shall comply with them.

____ / ____ / ____ .

Signature

Terms of Commitment

Code of Conduct

SANTISTA CUSTOMER:

I _____ ,

company _____ ,

declare that I have read and understood all the provisions of the Santista Code of Conduct and I am aware of its terms.

____ / ____ / ____ .

Signature



SANTISTA

www.santistasa.com.br

June/2016

* Programa de Integridade e Ética (*Integrity and Ethics Program*) aims to structure all the existing initiatives in the company to ensure that the ethical principles of conduct, laws and values of the organization guide the daily lives of all Santista's professionals and other stakeholders.