



## ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

### I. **Policy**

The Anti-Corruption and Anti-Bribery Policy (hereinafter, the "Policy") of **GUDIÑO CASAS, S.C.** (Hereinafter the "Company") is based on:

- The Foreign Corrupt Practices Act ("FCPA").
- The Convention on Combating Bribery of Foreign Public Officials in International Business Transactions of the Organization for Economic Co-operation and Development (the "OECD Convention").

The FCPA is a federal criminal law of the United States of America which contains two parts: the anti-bribery provisions and those related to books and accounting records. Anti-bribery provisions prohibit bribery of foreign government officials. The provisions related to books and accounting records establish requirements for maintenance of records and internal controls. The OECD Convention contains a similar structure.

Unless otherwise specified, all references to "International Anti-Corruption Laws" refer to both the FCPA and the laws of countries that have adopted the OECD Convention. In accordance with International Anti-Corruption Laws, this Policy prohibits bribery of public officials and those of the private sector, that is, bribery of any person, regardless of whether or not he or she is a public official.

This Policy applies to all officials, partners, associates, employees, assigned personnel and service providers of the Company, irrespective of where they reside or conduct business, as well as to all agents, consultants, business partners, suppliers and third parties when acting on behalf of the Company.

This Policy will render ineffective any local policy or practice inconsistent with its terms.

All doubts or concerns in connection with the compliance of this Policy shall be addressed to the General Manager of the Company.

## **II. International Anti-Corruption Laws**

### **A. Improper payments**

In accordance with anti-bribery provisions of International Anti-Corruption Laws, this Policy prohibits directly or indirectly paying, offering or authorizing to pay anything of value to any government official, political party or candidate, or any other person acting on behalf of any international public organization to obtain or secure a business, sending business to any person, or to obtain an improper business advantage. It is not necessary for a thing of value to effectively change of hands to violate International Anti-Corruption Laws. An offer, a schedule or a promise to pay or give something of value may constitute a violation.

In particular, the elements of improper payments under this Policy are offering, promising, or authorizing a payment, money, or anything of value, directly or indirectly, to any government official, in a corrupt manner, for the purpose of:

- a. Obtaining or secure a business
- b. Sending businesses to any person
- c. Obtaining an improper business advantage

The term "anything of value" is a very broad concept and may include (for illustrative purposes but not limiting):

- Money, gifts or personal favors
- Meals and entertainment
- Stocks
- Discounts on products and services that are not readily available to the public
- Job offers for government officials or their relatives
- Political contributions
- Payments to third parties

- Payment of travel expenses
- Undertaking or forgiving of debts

The term "government official" or "foreign official" (indistinctly) includes:

- Officials and employees of government-owned enterprises
- Officials of international public organizations (e.g. the World Bank, the United Nations, the International Monetary Fund, etc.)
- Officials and political candidates
- Persons acting in an official capacity for public officials or officials / employees of government-owned enterprises
- Honorary officers without any compensation, whose functions are essentially ceremonial
- Members of royal families

## **B. Books and accounting records**

This Policy prohibits the falsification of books and accounting records, and it requires compliance with certain accounting provisions, in accordance with International Anti-Corruption Laws.

The purpose of the provisions of the International Anti-Corruption Laws on books and accounting records is to prevent companies from concealing bribes or improper payments, or incurring in fraudulent accounting practices.

The provisions on books and accounting records require the following:

- Maintaining books, accounts and records that accurately reflect all operations and availability of cash of the company.
- Maintaining internal controls on accounting systems that have the ability to detecting and avoiding illicit payments to government officials.
- Operations to comply with Generally Accepted Accounting Principles or International Financial Accounting Standards, as applicable.
- Performing periodic comparisons between registered assets against physically existing assets to identify and address discrepancies.

## **C. Working with government officials**

While International Anti-Corruption Laws prohibits payments of a *corrupt nature* to government officials; they do not prohibit enterprises from conducting business

with governments, government agencies, or enterprises under government control. Enterprises' activities frequently require direct dealings with government agencies and officials acting in their official capacity.

International Anti-Corruption Laws simply prohibit making payments or offering anything of value to such agencies or officials to improperly obtaining business.

#### **D. Penalties for violating the provisions of the FCPA**

Penalties for violating the FCPA and other International Anti-Corruption Laws are severe:

##### 1. Violations of Anti-Bribery provisions and books and accounting records

Enterprises may be sanctioned with:

- Damage to the reputation and image of the Firm
- Expensive legal investigations performed by authorities
- Considerable fines
- Expensive and long-term trials for the Firm, its owners or managers