



# ALEATICA

## ANTI-CORRUPTION POLICY

The original document approved in April 2018 by the Board of Directors is in Spanish. In the event of a difference between this translation and the original Spanish document, the Spanish version will always prevail.

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## 1. MESSAGE FROM THE CEO OF ALEATICA

The safety of all people, transparency and good corporate governance, sustainability, customer service and our team are the core corporate values of ALEATICA. We follow a policy of absolute rejection (zero tolerance) of any kind of bribery and corruption in both the public and private sectors. We are committed to acting professionally and with integrity in all our business and in all our personal relationships, wherever we operate.

Juan Luis Osuna Gómez  
CEO of ALEATICA

## 2. SCOPE

This policy shall apply to all affiliated companies, subsidiaries and entities that comprise ALEATICA, and over which ALEATICA has control. In those companies in which ALEATICA has designated a member of its Board of Directors (but does not have control), such members shall propose the adoption of similar measures to those expressed herein.

## 3. IMPLEMENTATION OF ANTI-CORRUPTION RULES AND PURPOSE OF THIS POLICY

ALEATICA and its subsidiaries and affiliated companies (hereinafter referred to as "the Company") are committed to conducting business with integrity. This means avoiding any form of corruption and complying with all laws and other applicable anti-bribery and anti-corruption regulations (hereinafter "Anti-Corruption Rules"), as well as following the recommendations of international bodies such as the OECD and the United Nations. Likewise, it is a growing trend in the world to prohibit and to severely punish bribery in the private sector, which is why such conduct is also prohibited in the Anti-Corruption Policy (the "Policy").

At ALEATICA, we are committed to working around the world against corruption and bribery. This commitment is duly reflected in our Code of Ethics. This Policy provides compliance requirements to avoid misconduct in accordance with Anti-Corruption Rules, whether applicable locally or extraterritorially. This Policy applies to all ALEATICA personnel (as defined below), regardless of where in the world they are located.

This Policy reflects the Company's position of zero tolerance regarding any form of corruption. All ALEATICA personnel, including directors and members of the Boards of Directors (hereinafter collectively referred as "ALEATICA personnel" or "personnel"), are required to fully comply with the provisions of this Policy and the Anti-Corruption Rules that may be applicable. Compliance with this Policy and the Anti-Corruption Rules is essential for the maintenance of the employment relationship or association with the Company, and any violations in this respect will not be tolerated. All potential breaches shall be investigated and may result, depending on each case, in the imposition of relevant legal and disciplinary measures.

Failure to comply with this Policy by ALEATICA personnel may expose the Company to substantial risk and may jeopardize its operations and reputation. All personnel must also be aware that the violation of certain Anti-Corruption Rules may subject individuals to civil and criminal liability, including financial penalties and possible prison sentences.

The purpose of this Policy is to establish the Company's compliance requirements in the field and to provide guidance to personnel. In any situation where doubts arise, personnel should consult with the Compliance Officer through the channels in place before performing any such actions.

Likewise, this Policy shall be complied with and shall be enforced against those who are not employed at ALEATICA, but who are authorized to act on behalf of it; as well as Third Parties wishing to enter into a contractual relationship with the Company.

#### 4. ALEATICA'S PRINCIPLES AGAINST CORRUPTION

ALEATICA strictly forbids:

1. Offering or accepting bribes to or from Public Officers or individuals.
2. Offering or accepting facilitation payments to initiate or expedite administrative proceedings or procedures.
3. Offering or accepting gifts and services to or from Public Officials or any other Third Party that contravene the provisions of this Policy.
4. Making contributions for political purposes on behalf of ALEATICA.
5. Obtaining favorable treatment by using sponsorships or donations.
6. Noncompliance with all applicable laws and regulations related to public procurements.
7. Establishing business relations with Third Parties without fulfilling the minimum duties of Third Party due diligence.
8. Intervening on behalf of a Third Party who is restricted by a relevant government authority.
9. Agreements with a Third Party in order to obtain an undue advantage.
10. Performing transactions with funds of illicit origin.

The principles above are described in more detail below:

##### 4.1. Offering or accepting bribes to or from Public Officials or individuals

The Company does not pay bribes nor does it tolerate any such payments. Personnel are prohibited from giving or offering, directly or indirectly through Third Parties, bribes or any other type of remuneration or similar consideration of anything of value, in any part of the world, to any person or public or private entity (including, but not limited to, any client or potential client, Public Official, political party, candidate for political office or any intermediary, such as agents, lawyers or consultants) in order to:

- Illegally influence acts or decisions of that person or entity;
- Illegally obtain or retain a business or business advantage for, or directed towards, ALEATICA; or ensure any undue advantage.

Similarly, the Company does not accept or tolerate the solicitation, acceptance or receipt of bribes by anyone. ALEATICA personnel are prohibited from soliciting, accepting or receiving, directly or indirectly through Third Parties, bribes or any other type of similar remuneration or consideration, in any part of the world, from any person or entity that intends to, or which may be perceived as attempting to:

- Illegally influence someone's actions or decisions;
- Illegally obtain or retain business or a business advantage; or
- Ensure any undue advantage for the offer related to the bribe.

*The following are examples of conduct that could be considered a bribe under this Policy:*

- Paying for the trip of a Public Official and/or their families in exchange for access to bid information or offers before this information is public;
- Contributing to a Public Official, political candidate, or political party in exchange for such a person or entity promising not to apply environmental laws against the Company;
- Offering cash to a Public Official in order to influence a decision with respect to the award of a license;
- Providing something of value to a Public Official in exchange for such Public Official changing the technical specifications of an offer, in a way that benefits the Company;
- Giving a gift to a tax collector to influence his/her decision regarding tax amounts owed by the Company;
- Hiring the relative of a partner of a future joint venture to influence the partner's decision to join the joint venture;
- Giving a gift to a public inspector for the purpose of inducing the inspector to ignore his obligation to inspect the Company's premises; or
- Over-paying for services of a company linked to a customer (current or potential) with the knowledge and intent to induce this client to do business with the Company.

ALEATICA personnel are also prohibited from providing or receiving gifts, meals, entertainment or anything of value to or from any person or entity in relation to the business of the Company, unless it has been provided or received in accordance with:

- This Policy; and
- The Code of Ethics of ALEATICA

For the purposes of this Policy, "Public Official" means any official or employee of a government, company, or public entity; any official or employee of a government agency or regulatory authority; any political candidate or official of a political party; any official or employee of a public international organization (e.g. the United Nations, the World Bank), or any person acting officially for or on behalf of any of the above. Government includes local, regional and national governments and legislative, judicial, administrative and executive branches. Within the definition of Public Official is also included the members of his family to the third degree of consanguinity or an equivalent relationship.

#### 4.2. Offering or accepting facilitation payments to initiate or expedite administrative proceedings or procedures

Facilitation or grease payments are prohibited by this Policy. Facilitation payments are small payments made to Public Officials to accelerate or facilitate non-discretionary actions or services, such as obtaining an ordinary business license or permit, issuing entry or exit visas, police protection, telephone, energy or water services, or expediting customs clearance, among others.

The relevant laws regarding facilitation payments are not the same everywhere in the world. However, the current trend is to prohibit them, which is already expressly reflected in some jurisdictions. In any case and in order to ensure compliance with all applicable Anti-Corruption Rules, ALEATICA completely prohibits facilitation payments in all jurisdictions in which it operates.

The Company recognizes that the request for facilitation payments is often backed by a form of extortion. ALEATICA personnel must refuse to make such payments unless there is imminent risk to their own physical or family's well-being. In such circumstances, the Company accepts that personnel use their best judgment and report this immediately to the Compliance Officer.

#### 4.3. Offering or accepting gifts and services to or from Public Officials or any other Third Party that contravenes the provisions of this Policy

ALEATICA personnel may not, through any inappropriate or illegal manner, offer to or accept from Third Parties gifts, invitations, prizes, benefits or other incentives that may affect the impartiality of any party, influence a business decision or lead to an improper execution of professional duty. Likewise, in no case can they offer or accept payments or donations in cash or assets readily convertible into cash (bearer checks, gift vouchers, etc.).

ALEATICA personnel can offer and accept "reasonable" and "proportional" gifts, such as invitations to cultural or sporting events. In determining what is "reasonable" and "proportional". Personnel should consider the value of the gift or benefit (see below), as well as the frequency with which the same or similar gift or benefit is being offered. In all cases, it must be ensured that the gift or benefit:

- Is given as an expression of goodwill and not in hopes of a favor in return (a gift designed to ensure a favor in return could be seen as a bribe).
- Is in accordance with generally accepted standards of hospitality, taking into account the standards for the industry/professional sector in which it is being offered, and is in accordance with the legal provisions in force regarding Public Officials.
- Is provided in an open and transparent manner, and is of such a nature that it does not cause embarrassment to the Company if it is publicly reported.
- Complies with local laws and regulations, including the recipient's own rules.
- Complies with the limits established by the Company and has all the necessary approvals.

In case of doubt, ALEATICA personnel should seek the advice of their superior with the minimum title of Director.

ALEATICA personnel may not offer or accept gifts or benefits that exceed the value of 200 Euros or 4,500 Mexican pesos (or an equivalent amount in local currency) accumulated over a period of one year to or from the same person or entity. Any gift or benefit that exceeds this value and which, for commercial or cultural reasons, cannot be rejected, shall be made available to Human Resources for its management.

Any employee who is offered a gift, which must be rejected or given to Human Resources in accordance with the provisions of this Policy, shall decline the gift, thank the person who attempted to give the gift and inform such person of the contents of this Policy.

Promotional gifts or advertisement items bearing the company logo may be offered and accepted, if they are given or received in accordance with this Policy.

Under no circumstances is it permitted to offer, in an inappropriate or illegal manner, gifts, invitations, prizes, benefits or other incentives to a Public Official who has the authority to make an active, pending, or probable decision that may affect ALEATICA, or who has taken such a decision within the last six months.

In the case of meals, the Company's internal rules on the authorization and verification of expenses, credit cards, austerity plans, or any other regulations or instructions that replace or complement them at any time shall govern.

In no case shall invitations to sporting or cultural events sponsored by the Company and with the express approval of the ALEATICA's Management Committee be considered as part of this prohibition.

#### 4.4. Making contributions for political purposes on behalf of ALEATICA

ALEATICA follows a policy of strict neutrality; it does not make donations to any political party or political candidate or foundation that serves as a vehicle for political contributions.

The Company's policies do not prohibit ALEATICA personnel from making political contributions voluntarily and personally, engaging in the political process in their free time and on their own, and expressing their personal views on legislative or political matters or otherwise being personally involved in the country's political activities.

#### 4.5. Obtaining favorable treatment using sponsorships or donations

The Company contributes to the development of the communities in which it operates and allows reasonable donations to charities. However, ALEATICA is aware of the risk posed by improper donations and sponsorships that can be interpreted as mechanisms for making payments or contributions with the improper purpose of obtaining favorable treatment.

In this regard, ALEATICA must ensure that donations to charities do not disguise illegal payments to Public Officials or other persons in violation of this rule. The Company must also ensure that the charitable act in question does not serve to finance illegal activities in violation of anti-money laundering or terrorist financing laws. Personnel who are considering such a donation or

sponsorship activity should consult with the Compliance Officer if he/she has any concerns or doubts about its suitability or adequacy and of course, it should not be a violation of any applicable law or regulation. In any case, before personnel commit to making a donation to a charitable organization on behalf of ALEATICA, he/she must follow the provisions of the internal regulations on the authorization of sponsorships and social action.

#### 4.6. Noncompliance with all applicable laws and regulations related to public procurement

ALEATICA shall comply with all laws and regulations related to bids, tenders and public procurement that may vary depending on local laws, specific bidding requirements and/or technical specifications. In addition, ALEATICA shall also comply with the Company's policies related to public bids, including the Code of Ethics. For example:

- It is prohibited to offer, directly or indirectly, anything of value to a Public Official to inappropriately influence the award of an offer, the specifications of a bid, or any other decision related to public procurements in favor of ALETICA.
- The Company complies with all requirements regarding non-public information related to public offers and procurements. It is prohibited from accepting or soliciting non-public information of any kind, including information on bidding requirements, bidding processes, or competitors.
- The Company does not pay bribes, does not conspire, does not participate in illegal cartels nor coordinate inappropriately with other participants regarding bids or tenders. ALEATICA shall ensure, to the extent possible, that Third Parties acting on our behalf do not participate in public procurement with inappropriate behavior. See section 3.7 for more information about relations with Third Parties.
- ALEATICA only works with qualified and eligible partners in public projects.
- All the information and documentation provided in support of our bids, tenders or any other submission related to a public procurement is complete and accurate.
- For any public procurement, the Company shall maintain the records and the complete and accurate documentation consistent with ALEATICA's retention policies and applicable laws.

ALEATICA personnel shall avoid situations or transactions in which their personal interests may conflict or may be considered to be in conflict with the interests of the Company. This includes: using any information obtained through their work with ALEATICA for personal or third-party benefit; sending information to a Third Party for his/her own benefit or that of the Third Party; or acting in any way that can be interpreted as using insider information.

Conflicts of interest may arise if individuals have personal interests in businesses related to the Company. Personal interests can be direct or indirect, and they include not only one's own interests, but those of family and friends as well. Faced with a possibility of conflict, the interests of ALEATICA will always have priority.

Personnel should inform his/her superior with a minimum title of Director of any potential conflicts of interest that might arise so that the latter will, in turn, report it to the Compliance Officer.



#### 4.7. Establishing business relations with Third Parties without fulfilling the minimum duties of due diligence in knowing such Third Parties

ALEATICA recognizes that there are circumstances in which it is required or considered prudent from a business perspective to maintain relationships with Third Parties, such as agents and partners. Likewise, applicable Anti-Corruption Rules do not always distinguish between acts performed by the Company or by someone acting on behalf of ALEATICA. Therefore, personnel and the companies that make up the Company can be considered responsible, under the aforementioned rules, for improper payments made by ALEATICA subsidiaries, joint ventures or other commercial partners, agents, consultants, subcontractors, suppliers or any other person who performs a service on behalf of ALEATICA, regardless of whether the Company has any knowledge of the improper payments.

In those circumstances in which relations with Third Parties are necessary for the professional field, personnel must select its agents, consultants, partners, suppliers or representatives with due diligence consistent with the relevant rules regarding the knowledge and identification of Third Parties. ALEATICA personnel must carry out the due diligence process in accordance with the applicable policies and procedures.

All Third Parties wishing to initiate a contractual relationship with ALEATICA are required to sign a declaration of compliance and adherence to the Code of Ethics and Anti-Corruption Policy, in addition to contracts including specific clauses regarding the same.

All relationships with Third Parties that may involve contact with Public Officials must be recorded in a written contract that includes appropriate language and maintains absolute respect for the applicable Anti-Corruption Rules. The Legal Department will provide the necessary advice for the development and review of agreements signed with Third Parties. Likewise, the Legal Department shall ensure that contracts that are signed have a legitimate purpose, equivalent consideration, market-based compensation and are correctly accounted for.

In directing or interacting with Third Parties, ALEATICA personnel must remain aware of certain red flags that could indicate corruption in connection with Third Parties. A non-exhaustive list of such principles can be found in Appendix A.

Regarding possible financial transactions – for example, a joint venture agreement or other commercial relationship, a merger, an acquisition, or any significant investment activity – the Legal Department must ensure, to the extent possible, proper anti-corruption due diligence has been performed and appropriate anti-corruption enforcement controls are implemented after the transaction.

#### 4.8. Intervening on behalf of a Third Party who is restricted by the authority

ALEATICA prohibits intervening on behalf of another individual or entity/legal person who is restricted by any Authority to participate in public procurement procedures. Or, in absence of the above, to ask an individual or entity/legal person to intervene on behalf of ALEATICA.

#### 4.9. Agreements with a Third Party in order to obtain an undue advantage

The Company is committed to competing in the markets by promoting fair competition for the benefit of communities and users and to comply with the requisite laws in the different countries where it operates, avoiding any action that implies abuse or violation of fair competition. ALEATICA prohibits coordinating with a Third Party, whether an individual or entity/legal person, in order to obtain an undue advantage over another Third Party.

#### 4.10. Performing transactions with funds of illicit origin

ALEATICA prohibits the acquisition, sale, administration, custody, possession, exchange, conversion, deposit, withdrawal, giving or receiving for any reason, investment, passing through, transport or transfer, concealment or cover-up, within the country or to and from a foreign country, resources, rights or goods of any kind, when it is known that they come from, or are representative of the product of an illicit activity, or when, even without full knowledge, common sense indicates that they may be representative of the product of illicit activity.

The Company staff should pay special attention to prevent conduct that may be related to money laundering and terrorism financing. As such, established methods of due diligence – “know your client” – information and internal controls shall be used and maximum cooperation with the competent authorities shall be provided.

### 5. OTHER RELEVANT ASPECTS

#### 5.1. Maintaining accounting records

ALEATICA personnel shall comply with all standards, principles, laws, regulations and practices for accounting and reporting of financial information applicable to the Company. In particular, personnel shall prepare the required reports and records in a timely, complete and accurate manner.

It is the Company's policy to maintain accurate and detailed records that actually reflect transactions and disposition of goods. Therefore, ALEATICA personnel are prohibited from making false or misleading entries in the Company's books and records for any reason. All commercial transactions must be documented in writing and duly posted to ensure their traceability. In addition, ALEATICA must maintain a system of internal controls on financial information.

ALEATICA prohibits entering into an arrangement with a Third Party, whether an individual or a legal person, regarding the execution of an apparent transaction that is not real or is mere pretext.

#### 5.2. Training

ALEATICA's anti-corruption policy requires all personnel (including management personnel) to take training courses provided on a regular basis. Failing to pass the course will mean having to repeat it. The course will be administered by Human Resources. Failing to complete the course

within the established deadlines shall be considered a serious fault and may lead to disciplinary and professional measures in accordance with applicable law.

### 5.3. Monitoring and Control (Auditing)

In compliance with this Policy, ALEATICA shall perform, through the Internal Audit Direction, periodic and confidential audits. These periodic audits are designed to prevent and detect violations of Anti-Corruption Rules, this Policy, and other applicable rules and procedures.

Periodic audits should also include a review of the books and records maintained by the Company, corresponding to the expenses of entertainment, gifts and personnel travel on behalf of ALEATICA. Periodic audits should also include reviewing records related to social services, donations to charities, sponsorships and political contributions.

### 5.4. Ethics Channel

It is the duty of all ALEATICA personnel and third-parties that enter into a contractual relationship with the Company to report any act, acts, conduct or behavior contrary to this Policy, either by revealing their identity or anonymously (the Company shall try to maintain confidentiality to the extent possible).

The Ethics Channel is accessible via web and postal mail, at the following addresses:

- Intranet: Spain: <https://empleados.aleatica.com/aplicaciones/> (click on the Ethics Channel icon) Other countries: <https://empleados.aleatica.com/aplicaciones-a/> (click on the Ethics Channel icon)
- Internet: <https://www.aleatica.com/transparency/>
- E-mail: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)
- Toll-Free Telephone:
  - Spanish speaking persons from Spain: 900-839197
  - Spanish speaking USA and Canada: 800-216-1288
  - English speaking USA and Canada: 844-383-5474
  - All other countries: 844-383-5474 (must dial country access code first click here for access codes and dialing instructions)

The Audit and Risk Committee shall ensure that reported complaints are thoroughly analyzed for possible violations of this Policy, ensuring confidentiality to the extent possible and in accordance with the applicable laws, as well as preventing retaliation of any kind against those who made such complaints and, in any case, treating the persons allegedly involved in such complaints in accordance with the procedure governing such reviews.

## 6. QUESTIONS OR SUGGESTIONS ABOUT THIS POLICY

This Policy applies to all ALEATICA personnel. Any questions, suggestions or recommendations in this regard should be communicated to the Compliance Officer.

## 7. PENALTIES

Any violation of the Anti-Corruption Policy, internally, will be penalized by the Audit and Risk Committee and, depending on the severity of the violation, the penalty may range from a reprimand to the immediate dismissal of those involved. Non-compliance by Third Parties of the Anti-Corruption Policy may result in the modification or cancellation of the business relationship with such Third Party by the Company, in accordance with the applicable contractual obligations and laws. Externally, penalties will correspond to the terms in the corresponding legal framework, including the Criminal Code of Spain, the General Law of Administrative Responsibilities (LGRA in Spanish), the Federal Criminal Code, the National Anti-Corruption system of Mexico, and other similar laws in each country where ALEATICA is present.

Appendix I. Examples of Red Flags Suggesting Third Party Corruption

 <b>ALEATICA</b>	Examples of Red Flags Suggesting Third Party Corruption	
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- Evidence of illegal or unethical conduct in the past, or other signs of corruption (e.g., allegations or investigations related to integrity).
- The Third Party is new to the business so that its reputation cannot be verified, or it seems to lack the experience, the personnel or the facilities necessary for the intended role of the Third Party.
- An officer or employee of the Third Party is, or was, a Public Officer, or an immediate family member (e.g., spouse, parent, child, sibling, or spouse of a sibling) of a Public Officer.
- Request, from a Public Officer that the Company contract a Third Party.
- Request to keep the identity of the Third Party secret or private.
- Third Parties that insist on having absolute control in relation to government interactions or that insist on restrictions upon the Company's access to Public Officers.
- Third Parties who decline to allow the Company to access books and records related to the contract.
- Third Parties asking for remuneration that includes margins, fees, commissions, or disproportionately high payments and that are not adapted carefully to the services that the Third Party will provide; Third Parties who request reimbursement for exceptionally high expenses or other unusual payment arrangements.
- Third Parties who decline to certify compliance with anti-corruption regulations, or who decline to include commercially reasonable anti-corruption clauses in an agreement.
- Requests for payments to countries or entities that are not related to the transaction (without reasonable commercial justification), or requests for payments beyond the scope of the agreement or that are not in accordance with the agreement.
- The lack of offices or facilities established in the jurisdiction where the Third Party will provide services.
- Requests for advance payment (without justification) or payment in cash.
- Request for reimbursement of expenses without giving the appropriate documentation.
- Request for reimbursement of expenses incurred by, or for the benefit of, a Public Officer without prior authorization.