

1 OBJECTIVE

1.1 This policy establishes international guidelines practices to prevent the commission of crimes (CC Model) within Grupo Proeza, S.A.P.I. de C.V. (Proeza).

2 SCOPE

2.1 Applicable to Proeza including all regions and sites.

3 GUIDELINES

PROEZA CRIMINAL COMPLIANCE COMMITMENT

3.1 Proeza is bound to maintain an effective control of activities where criminal offenses can be materialized for any reason or otherwise where Proeza may be directly or indirectly accused as a legal person.

3.2 Proeza maintains a preventive culture based on zero tolerance to conducts dealing with criminal nature.

3.3 Proeza collaborators are bound to maintain an ethical behavior and strict compliance with the legal framework and the fight against crime in the jurisdictions where Proeza operates.

- Each Coordination is responsible to deter criminal conduct and to inform about them to the Compliance Officers and maintain effective controls, for the prevention, identification, and investigation of criminal conducts within the workplace.
- Proeza effective control unit is integrated by the Ethics and Compliance Committee (CEC), the highest control body in ethics and compliance matters, a similar Extension CEC with specific functions and scope within a Platform, and the Compliance Officers, which oversee materializing the CEC's and/or Extension CEC's instructions and mandates.
- To minimize Proeza exposure to criminal risks, Proeza Compliance Officers will analyze and study possible criminal contingencies to which Proeza may be exposed, discarding those actions that may represent any form of exposure to criminal risks. Each coordination is bound to prepare, maintain, and implement policies and procedures, to mitigate any criminal liability to which Proeza could be exposed.

RISK ASSESSMENT / PLATFORMS OBLIGATIONS

3.4 The CEC, with support of the Extension CEC and the Compliance Officers is responsible to prepare a Risk Matrix that will assess criminal risks to which Proeza is exposed locally, and the Coordinators, will indicate the necessary procedures and policies to prevent the commission of criminal offenses. This means that while these corporate bodies are ultimately responsible for the CC Model, there may be specialized policies, which depend solely on them, i.e. environmental, waste management, addressing life/injury risks at the facilities, all that may raise criminal exposure for the company.

3.5 The Compliance Officers will deliver to each Coordination the Risk Matrix to which Proeza is exposed locally.

ELEMENTS – CC MODEL

3.6 CC Model is integrated by seven elements, that jointly, guarantee an adequate control system for the prevention of criminal risks, including:

- **Control environment:** determines the behavioral guidelines expected of all its collaborators regarding criminal offenses prevention. The commitment with Proeza ethical values encourages proper compliance by the rest of the organization.
- **Control activities:** consist of specific policies and procedures that must be properly implemented, supervised, and documented by those responsible for the operating processes (Coordinators) in order to prevent the materialization of the risks identified in the different areas of Proeza.
- **Supervision:** to ensure proper compliance with the CC Policy, the CEC, the Extension CEC and the Compliance Officers, are responsible of supervising the overall control activities, analyzing and solving incidents related with this CC Policy and/or the CC Model. Proeza departments oversee developing and supervising the due implementation of their own policies within the scope of its departments, as well as any other policy intended to prevent the commission of criminal offenses.
- **Reporting systems:** both within the organization and to the competent authorities.
- **Information and Communication:** to ensure the correct implementation and execution of the Model, it is necessary that the information related flows adequately throughout the organization.
- **Training and Education:** adequate training and education systems and processes regarding integrity measure
- **Disciplinary system:** the system is established with the purpose of sanctioning any case of non-compliance with the standards and principles of action established or with applicable local laws. The application of the existing general disciplinary regimes is the exclusive power of Proeza CEC, without prejudice to the powers that the corresponding department has attributed in this matter.

RESPONSIBILITIES

3.7 The CEC approves the CC Model, and the policies related to Proeza regulatory context on ethics and integrity, including the Risks Matrix and evaluating their possible modifications.

3.8 The Extension CEC has similar functions as the CEC but within a specific Platform.

3.9 The Compliance Officers are entrusted with the task of ensuring compliance with the Policy, its efficiency and effective capacity to prevent crimes from being committed at Proeza, in compliance with current legislation.

3.10 On an annual basis, the Compliance Officer must provide the CEC and, where appropriate, the Extension CEC with information on the activities of implementation, review, and supervision of the CC Model.

3.11 Each coordination oversees implementing the necessary measures in order to ensure that they comply with this CC Model and avoid the commission of a criminal offense. Likewise, are responsible for

overseeing, adopting, effectively implementing organizational, and management models that include the appropriate surveillance and control measures to prevent criminal offenses within the relevant coordination.

3.12 If, for causes derived from non-compliance with the CC Policy, Proeza becomes involved in a proceeding from which criminal liability is inferred, Proeza Legal Coordination will be responsible for representing and defending Proeza.

REPORTING SUSPECTED VIOLATIONS

3.13 Proeza has established a whistleblower hotline “Transparency Line”, which sets out the rules of action to be followed in the event of the appearance of indications that a crime, administrative misconduct or any other irregularity has been committed within Proeza.

3.14 In addition to the Transparency Line, Collaborators could give notice through email to the CEC, or the Extension CEC, if there is no Extension CEC, and then the Collaborators may notify the Compliance Officers.

3.15 Every collaborator must:

- Be prepared to defend the Proeza interests in an appropriate manner always attached to the policies and corporate guidelines of Proeza.
- Cooperate with Proeza diligently in those cases in which an internal or external investigation is carried out.
- Keep confidential the facts that are the subject of internal investigations or proceedings before authorities.
- If a complaint is filed, the description of the facts that are the subject of the complaint must meet the criteria of truthfulness and objectivity.
- False information and complaints made in bad faith must be avoided, as they would be subject to disciplinary action against the complainant by Proeza.

TRAINING

3.16 The Compliance Officers jointly with the People and Culture department must prepare a periodic training plan on prevention and action in the event of the possible Commission of crimes identified in accordance with the activities developed, as well as with respect to the Internal Control measures implemented.

AUDIT



3.17 The CEC or the Extension CEC reserve the right to conduct audits to the business units and the departments to evaluate and monitor the content and compliance of the training plan, as well as to make proposals for improvement or modification as deemed appropriate to ensure compliance with corporate ethical standards.

VIOLATIONS AND DISCIPLINARY MEASURES

3.18 Any collaborator, who violates any provision of this CC Policy, may be subject to the appropriate disciplinary action.

3.19 Any amendments made to this CC Policy must be reviewed and approved by the CEC.

4 REVIEW AND APPROVAL

Version	Review Date	Created by	Reviewed by	Internal Control	Approved by
02	April 2022	Compliance Attorney/ Manuel Alejandro Herrera Rabago	Legal Compliance Co./ Fernando Perez Valdés	Internal Control & Corporate Guidelines Cons./ Lupita Medellín	Legal & Compliance - ECC Delegate Co./ Nicolas Villarreal Martínez
					

5 RELATED DOCUMENTS

5.1 N/A

6 RECORD OF CHANGES

Version	Date	Change description
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Guadalupe de Jesus Medellin Mendez (guadalupe.medellin@proeza.com.mx) creó el documento - con dirección IP 189.175.122.69	Apr 19, 2022, 17:12:58 CST
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