

1 OBJECTIVE

1.1 To establish general criteria to avoid possible conflicts of interest by the parties related to Proeza and, especially, to establish the behavior guidelines to be assumed in the face of the actual or potential existence of a conflict of interest by providing guidelines for the identification, reporting, management, and monitoring thereof, applying the rules and procedures that ensure the highest standards of integrity and transparency.

2 SCOPE

2.1 This policy applies to all shareholders, employees, directors, executives, advisors, and representatives (hereinafter, collectively, the Collaborators) of Proeza, including all regions and sites.

3 GUIDELINES

Types of conflicts of interest.

3.1 Conflict of Interests It exists when a Collaborator performing their duties has for any circumstance a different interest or one that could have a conflict with the interests of Proeza and that could influence the decision-making process by involving relatives, former collaborators, and/or people with ties of friendship and sympathy.

There are three types of conflict of interest:

- **Real**, if the conditions are currently in place to be able to decide on a different interest from the one of the company or influence it to occur.
- **Potential**, if the above conditions are not currently happening, but it is believed that they could happen soon.
- **Apparent**, if the conditions are not currently happening and there are no interests other than the ones of the company, but a third party may reasonably construe that there is a real conflict of interest.

Conflicts of interest may be divided into different categories depending on their origin:

- **Financial**, if economic benefits can be obtained.
- **Family or kinship**, blood relatives in ascending, descending, or collateral line up to second-degree relatives. This includes grandparents, siblings, aunts, uncles, cousins, nephews, and nieces.
- **Gifts**, if they imply receiving a value.
- **Former Collaborators** if they seek to have a business relationship with Proeza.
- **Others**, if there are events that are not described in the above categories.

Reporting obligations.

3.2 Collaborators must report all conflicts to be assessed and notified to the direct coordinator, who must report them to the Compliance Officer corresponding to their business unit (hereinafter, the Compliance Officer).

3.3 The Compliance Officer will be responsible for documenting and storing all pieces of evidence and historical records of all reported conflict of interest cases.

3.4 During the assessment of the conflict of interest, the direct coordinator, together with the Compliance Officer of the business unit, must determine whether management actions are required or not. If so, they must define a mitigation strategy and submit a detailed remediation plan.

The mitigation strategies are the following:

- **Removal**, by withdrawing from the situation causing conflict.
- **Restriction**, by limiting the decision-making capacity on the situation causing conflict.
- **Recruitment**, by involving an independent third party to monitor the situation causing conflict.

In more relevant cases:

- **Renunciation** to the interest causing conflict.
- **Resignation** by separating from the role causing conflict.

3.5 The Compliance Officer of the business unit must report on the status of the relevant actions to mitigate and remedy conflicts of interest to the Ethics and Compliance Committee (hereinafter, CEC), who must confirm awareness, and evaluate their effectiveness, as it may require additional actions to be taken if deemed necessary.

3.6 Regarding the timing of the conflict-of-interest report, the following must be made:

I. Annually:

- a) The Compliance Officer of the business unit must request, at least once a year, the completion of the non-conflict of interest form of all Employees through the means established in each business unit.
- b) Collaborators must inform the relevant direct coordinator whether they have or not conflicts of interest using the format chosen by each business unit (email, physical or digital format) In case of having conflicts of interest, each of them must follow the flow described in this document.

II. When an unreported conflict is identified:

- a) Collaborators must report it following the same flow described in this document.
- b) If for any reason, a conflict of interest arises at any time after the receipt of this policy, Collaborators are obliged to notify it through the means Proeza designs for it.

3.7 CEC must be notified if the reportable conflict is submitted by someone in the organization without an obvious direct report, such as board members, committee members, and shareholders.

Policy Monitoring and Dissemination.

3.8 CEC must approve any exception to the policy, although it does not exempt Collaborators from declaring the respective conflict of interest.

3.9 CEC will be the competent body to monitor compliance with this Policy; it will periodically evaluate its effectiveness and adopt appropriate measures to remedy any deficiencies by making any modifications it deems necessary.

Additional control guidelines.

3.10 Proeza Collaborators must refrain from engaging in activities that compete or interfere with those of Proeza itself and Proeza companies, including providing or rendering services as intermediaries. For example, Collaborators must refrain from allowing Proeza to have a business relationship with former Collaborators without first obtaining the approval of the Compliance Officer and the CEC, as the case may be.

3.11 In the case of Collaborators' relatives working in Proeza, they are not allowed to perform their duties in the same reporting line.

3.12 Shareholders and family members who intend to enter into business relationships with Proeza must comply with the following assumptions:

- (i) Participate in the purchasing process and be the best proposal for the business.
- (ii) To have at least 24 (twenty-four) months of continuous operation.
- (iii) To have a portfolio of relevant and prestigious clients and suppliers.
- (iv) The business relationship must be equal to or less than 15% (fifteen percent) of the sales of the supplier's business (shareholder or relative).

3.13 In the event that a shareholder or relative needs to be a supplier of a company of Proeza, they must obtain the following authorizations:

Business Relationship	Business Unit Purchasing Area	CEC
Less than USD 500 000	X	
More than or equal to USD 500 000		X

3.14 Shareholders and relatives may be Proeza Collaborators, following the Policies established for the hiring of personnel and in compliance with the family protocol, without constituting a conflict of interest under this policy.



3.15 The People and Culture/Human Development area, together with the Compliance Officer, must ensure that all individuals linked to the company have complied with the conflict-of-interest policy and have incorporated the necessary information to be aware of this policy in the induction programs.

3.16 The Internal Audit area must include in its review programs the issue addressed in this policy and report any non-compliance to the CEC.

3.17 If a Collaborator is subject to receive extraordinary benefits from third parties because of the responsibilities of their position (raffles, prizes, etc.), they must reject them. If gifts are received and cannot be returned, they must be given to the People and Culture/Human Development area for later raffle or donation.

3.18 If a Collaborator did not report a conflict of interest, and it is proven that there was one, the CEC will be the body that determines the consequences for such a Collaborator, whose decision must be final.

3.19 Likewise, the appropriate sanction contemplated in the Policy System of Proeza will be imposed on such Employee.

Modifications

3.20 Any modifications to this Policy must be reviewed and approved by the ECC.

3.21 Any creation or modification of a document related to this Policy must be reviewed and approved by the ECC.

4 REVISION AND AUTHORIZATION

Version	Revision Date	Created by	Reviewed by	Internal Control	Authorized by
04	October 2022	Manuel Alejandro Herrera Compliance Lawyer	Fernando Perez Co. Legal & Compliance Israel Leal Co. Internal Control Metalsa	Gabriela Morales Co. Internal Control	Nicolas Villarreal Legal & Compliance Co.
Signatures			 		

5 RELATED DOCUMENTS

5.1 Code of Conduct of Proeza.

5.2 Manual of Organization and Procedure.

- 5.3 Criminal and Administrative Risk Matrix.
- 5.4 Transparency and Publicity Mechanisms.
- 5.5 Model for the Prevention of Administrative and Criminal Risks.
- 5.6 Anti-corruption Policy.
- 5.7 Criminal Compliance Policy.
- 5.8 Talent Incorporation Policy.
- 5.9 Integrity Policy.
- 5.10 Power of Attorney Policy.
- 5.11 Audit and Monitoring Program of the Compliance Program.
- 5.12 Attention Protocol to the Transparency Line.
- 5.13 Third-Party Contracting Policy and Supplier Veto.

6 ANNEXES

6.1 N/A

7 RECORD OF CHANGES

Version	Date	Change Description
04	November 2022	<p>Scope: inclusion of advisors, representatives, and collaborators of the company.</p> <p>Guidelines 3.2, 3.3, and 3.6 as responsibilities of the Compliance Officer</p> <p>New Guidelines 3.12 regarding business relationships with shareholders and relatives.</p>

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