

# POLICIES MANUAL



## ANTI-CORRUPTION PRINCIPLES AND MECHANISMS

(Free translation of an original Spanish document)

PAGE: 1 of 6  
VALIDITY START DATE: MARCH 2017  
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CODE: 10090001

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## 1. INTRODUCTION

Corruption is a malady, which seriously damages the social values of respect, transparency, veracity, integrity and honesty, breaking the rules of peaceful and respectful coexistence, resulting in economic losses of unimaginable dimensions.

Qualitas aims to expand and adopt the best practices and risk management in terms of anti-corruption in a comprehensive manner, in order to build trust for our investors, employees, customers, etc.

**“Qualitas neither accepts nor engages in bribery related acts, under any circumstances.”**

## 2. OBJECTIVE.

To establish the procedures and guidelines needed to prevent and attempt to eliminate corruption, showing an intolerance commitment towards corruption practices to positively contribute in the improvement of veracity, integrity, ethics and honesty standards in all activities carried out.

## 3. SCOPE.

This document needs to be abide by all those participating in the activities performed by Qualitas, such as employees, collaborators, customers, shareholders, investors, committees, agents, contractors, suppliers, among others. Therefore, its application is mandatory for all of the entity's officers.

## 4. CONCEPTS.

CONCEPT	DEFINITION
Corruption	Misuse of the entrusted power to obtain private benefits. Theft and typically frauds are considered as white-collar crimes. Corruption can also involve cases of nepotism, extortion, influence peddling, misuse of privileged information for personal purposes and purchase and selling of judicial sentences, among other practices.
Valuables	Money, gifts or personal favors, meals, entertainment, actions, products and services discounts that are not easily available to the public, job offers for government officials or family members, political contributions, third party payments, travel expenses payments and assume or remit debts.
Business Courtesy	Those gifts, promotional items, meals, services, entertainments, loans, favors related with the promotion of Qualitas' products.
Due Diligence	It is used for concepts that involve the investigation of a company or



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CONCEPT	DEFINITION
	person prior to signing a contract or a legislation with certain care and diligence.
<b>Politically Exposed Person (PEPS)</b>	Individual, who performs or has performed public services abroad or in national territory, considering the Heads of State or of Government, political leaders, government officials and political parties' members, among others. Politically exposed people are included, as well as their spouses, domestic partners, concubine and the people that have a consanguinity or affinity relationship up to a second degree.
<b>Actual Owner</b>	Person, who is insured or beneficiary and who through any other person or any mechanism or action, obtains benefits as a result from an operation; is the person, who ultimately exercises the rights as the actual owner of the resources.
<b>Bona Fide</b>	Every transaction or business shall always be conducted with honesty, sincerity and loyalty.
<b>Transparency</b>	To maintain the operations in optimal conditions in order to provide appropriate information regarding its entire operation to employees, users, shareholders, inspection bodies and the community in general.
<b>Equality</b>	Attribute that consists in providing everyone with what they deserve in accordance with their achievements or conditions preventing favoritism.
<b>Prudence</b>	Every Qualitas' director or employee is enforced to zealously keep the information that has been provided by its customers, as long as it does not lead to concealment or unlawful acts according to the law.
<b>Legality</b>	The operations shall be exercised respecting the Constitution, laws and the applicable external and internal standards.
<b>Audit</b>	Indicates that the commercial, financial and accounting transactions shall have an effective and permanent control regarding their management and results, in order to reasonably safeguard the shareholders' and customers' interests. It also refers to verifying the level of compliance of the policies, standards, and legal internal proceedings that regulate Qualitas' financial operation.
<b>Collaboration</b>	Teamwork needs to be performed with Qualitas' internal areas, which are responsible for monitoring, alongside the authorities, to fight money laundering, terrorism financing, as well as other illegal actions.



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## 5. POLICIES

### 5.1 GENERAL POLICIES

5.1.1 Qualitas' directors and employees shall conduct business and perform their duties with loyalty, clarity, transparency, accuracy, commercial probity, seriousness and compliance in pursuit of social welfare, acting in an ethically responsible manner, capacity and professionalism. General interest is prioritized over the particular interest, under the following principles:

- Bona Fide
- Transparency
- Equity
- Prudence
- Legality
- Audit
- Collaboration

5.1.2 Qualitas business activities require performing a direct negotiation with governmental bodies and with officers acting in their official capacity. The International Anti-Corruption Laws simply prohibit the payment or offering of any valuables to such entities or officials to unduly obtain business.

5.1.3 All members and / or third parties related with Qualitas shall reject unethical practices and corruption in all its forms, including extortion and bribery.

5.1.4 Qualitas' directors and employees shall not offer, provide or unduly receive payments or payment promises, bribery by public or private officials, with the purpose of obtaining or maintaining a business, guarantee an advantage or unduly influence Qualitas' official proceedings.

5.1.5 Qualitas' directors and employees may not offer, promise any valuables to neither a governmental officer nor any family member of such officer, nor a third party or non-profit organization suggested by the recipients, with the purpose of influencing the recipient so that an official action is taken or refrains from taking it or from leading the recipient to conduct business with Qualitas.

- Unduly payments performed indirectly through an intermediary are also subject to the same regulations and sanctions.
- Additionally, offering or granting unduly payments, gifts or entertainment activities, offering job opportunities to a governmental officer or its family members may also constitute a breach of anti-bribery laws.



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5.1.9 Develop and maintain an appropriate internal control system in order to provide reasonable security in the fulfillment of objectives at a financial operation and compliance level.

- Qualitas' personnel shall fairly, accurately and thoroughly register all transactions and expenses incurred in systems, books, records and documents, which shall be supported and available in the event they are audited.

5.1.10 Qualitas' personnel shall reject and report any request of false invoices or payment of expenses that are unusual or exaggerated or that are inadequately described. For any reason, nobody shall record misleading, incomplete or false information in Qualitas' books or records.

5.1.11 Those activities forbidden to be conducted directly, cannot be performed indirectly by third parties, such as agents, consultants, contractors, partners, nor Qualitas / recipient's subsidiaries.

5.1.12 All the responsibility must be laid out with the outmost diligent level, convenience, and reliability, striving to fulfill the institutional objectives adhering to the moral and ethical principles of both the internal and legal mandates, as well as the Behavior and Ethics Code.

5.1.13 It is the duty of all employees to report to Qualitas' Control Hierarchy any irregular operation identified, which might be subject to investigation through *Q Transparencia*.

5.1.14 All Qualitas' employees, including its upper management, are bound to protect and utilize the company assets in an appropriate manner, and never for a personal benefit, nor for third parties foreign to the Organization.

5.1.15 All employees are responsible for the assets, documents, team, codes, and work elements assigned, that either they manage or are under their supervision, per their work duties. See Assignment Policy and Tools and Work Equipment Use Policy.

5.1.16 Employees and Directors may not compromise the company during the performance of their work activities, in any form, neither explicit nor tacit, formal, nor informal, unless they have been authorized in writing for such undertaking.

5.1.17 Gifts and supplier courtesies should abide by the Gift Policy, as well as the Commercial and Promotional Items Policy.

Such guidelines also apply to current or potential customer representatives, suppliers, or other business associates, or competitors.



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According to Anticorruption International Laws, Qualitas may be responsible for its business subsidiaries activities, either directly or indirectly, as well as third parties on which it exercises control, as well as its agents, consultants, business partners and other third parties activities, when acting on behalf of Qualitas. The company may request clarifications and accountability for these actions.

When Qualitas' employees engage on relationships with **people or third party entities**, they should abide by the Procedures and Third Party Outsourcing services Policy.

- 5.1.18 It is the responsibility of the employees and each of Qualitas' collaborators, suppliers and/or customers, to ensure compliance with the applicable legal and internal provisions, otherwise report the breaching of this policy through *Q Transparencia*.

The reverential awe (permissive loyalty in violation of the standards by the boss or the supervisor) shall not exist when it comes to the application of the loyalty principle towards Qualitas.

## 6. SANCTIONS.

The breaching of any of the provisions contained in this Policy and Procedure, may result in a criminal or civil risk for Qualitas, as well as for the collaborators, who turned out to be involved. It includes fines for indefinite quantities, termination of the employment relationship and, where appropriate, imprisonment.