Qualitas
COMPAÑÍA DE SEGUROS

Policies for the Corporate Governance System of QC

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CONTENTS

1. PURPOSE

To establish the general guidelines and principles governing the Corporate Governance System of Quálitas Controladora S.A.B. de C.V., hereinafter "The Issuer," to guarantee the sound and prudent management of its businesses and operations.

To disseminate among the members of the Issuer the core characteristics of its Corporate Governance System, based on its organizational structure, its main features, the interaction among its component elements, and its performance to ensure compliance with applicable regulations.

To establish the regulatory requirements, restrictions, and impediments that must be observed in the appointment of the Issuer's internal and independent Board Members, as well as the guidelines to permanently verify their compliance.

2. SCOPE

The rules and procedures contained in this policy are mandatory for all areas of the Issuer that form part of the Corporate Governance System.

3. CONCEPTS

Refer to "Glossary of Quálitas Controladora Policies."

4. POLICY

4.1. Structure of the Corporate Governance System

4.1.1. The Corporate Governance System is structured in accordance with section 4.7.1.

4.1.2. It is the responsibility of the Board of Directors to define, approve, and implement the structure of the Corporate Governance System, which must be reviewed annually along with the entire policy governing the Corporate Governance System.

4.2. Shareholders' Meeting

4.2.1. In accordance with the provisions of the LGSM (General Law of Commercial Societies), LMV (Securities Market Law), and the Corporate Bylaws, the Shareholders' Meeting is the supreme body of the Issuer. Its decisions, made in accordance with the same, are decisive and binding upon all shareholders.

4.2.2. It is the responsibility of the Shareholders' Meeting to appoint the members of the Board of Directors and the Chairpersons of the Audit and Corporate Practices Committees.

4.2.3. The operation of the Shareholders' Meetings is governed by Chapter Four of the Corporate Bylaws, as well as by the General Law of Commercial Societies, the Securities Market Law, and any other applicable regulations on the matter.

4.2.4. The Shareholders' Meeting may be called by: the Chairman of the Board of Directors, the Secretary of the Issuer, or the Chairpersons of the Audit or Corporate Practices Committees, as well as by shareholders representing 10% (ten percent) of the Issuer's Shares, who may request the meeting to be called through the Chairman of the Board of Directors or the Chairpersons of the aforementioned committees. Furthermore, any shareholder owning a single share shall have the same right to call a General Shareholders' Meeting in any of the cases referred to in Article 185 of the LGSM.

4.2.5. It is the responsibility of the Secretary of the Issuer to make the information and documentation related to the agenda available to the Shareholders, either electronically or in printed form, 15 calendar days prior to the holding of the Shareholders' Meeting.

4.2.6. It is the responsibility of the Board of Directors to present to the Annual General Ordinary Shareholders' Meeting the report referred to in the general statement of Article 172 of the LGSM regarding the company's immediately preceding fiscal year.

4.2.7. It is the responsibility of the Chairpersons of the Audit Committee and the Corporate Practices Committee to present an annual report to the Annual General Ordinary Shareholders' Meeting regarding the activities corresponding to each of their committees. Likewise, it is the responsibility of the Chief Executive Officer (CEO) to present their annual report to said Meeting.

4.3. Board of Directors

4.3.1. The Board of Directors, together with the Chief Executive Officer, are responsible for the Administration of the Issuer within their respective spheres of competence.

4.3.2. The Board of Directors is a body of representation, governance, and management endowed with powers by both the Law and the Corporate Bylaws for the proper management, control, and supervision of the Issuer, relying on the corresponding regulatory and internal Committees for its management.

4.3.3. Within its obligations, the Board of Directors of the Company must address those matters provided for in the Corporate Bylaws and other applicable regulations.

4.3.4. The Board of Directors is composed of a maximum number of 21 proprietary Board Members, of whom it will be sought that at least 50% are independent members. For each proprietary Board Member, an alternate may be appointed, with the understanding that the Alternate Board Members of the Independent Board Members must have the same status, and they must comply with the eligibility requirements provided for in Articles 24 and 26 of the LMV.

The chairpersons of the committees that perform functions in corporate practices and auditing matters may not chair the board of directors

Additionally, a Secretary of the Board of Directors will be appointed, who may or may not be a member of the aforementioned collegiate body.

As a socially responsible Issuer committed to the best business practices, Quálitas Controladora seeks to reduce the maximum number of proprietary board members and achieve a higher percentage of independent Board Members than the minimum required by law.

4.3.5. The requirements to be a Board Member and the selection process will be carried out in accordance with the provisions of the Corporate Bylaws and other applicable legislation. Likewise, the proprietary Board Members, their respective alternates, and the Secretary of the Issuer must fully comply with the duties of diligence, loyalty, and responsibility provided for in the LMV.

4.3.6. The selection of candidates for board members will promote the constitution of a diverse and balanced Board of Directors that enriches decision-making. Likewise, diversity in the composition of its members will be fostered with different experiences, knowledge, capabilities, ethnic origin, age, gender diversity, nationality, and race.

4.3.7. The Members and Secretary of the Issuer must refrain from engaging in any conduct provided for in Article 36 of the LMV.

4.3.8. As part of a business culture of value creation, productivity, and continuous improvement, the Members of the Board of Directors conduct an annual self-evaluation led by an independent advisor.

4.3.9. The Members of the Board of Directors receive training on various relevant topics at least once a year.

4.4. Holding of Meetings of the Board of Directors

4.4.1. The Board of Directors may hold meetings at least four times during each financial year and may be called by the Chairman of the Board, the Chairpersons of the Committees performing Audit and Corporate Practices functions, the Secretary of the Issuer or their Alternate, or by at least 25% of the Board Members, in accordance with the Corporate Bylaws and the LMV.

4.4.2. Ordinary and/or extraordinary meetings of the Board of Directors will be held at the Issuer's domicile or at any other location determined by the Board.

4.4.3. During the first quarter, at the beginning of each financial year, the Board of Directors must establish the meeting calendar for the remainder of said year.

4.4.4. The call for the Board of Directors meetings will be sent physically or digitally to the Board Members at least 3 calendar days prior to the date of the meeting. However, a call will not be necessary if all members of the Board or their respective alternates are present, or if the members of the Board have previously approved the calendar of meetings to be held during a specific period.

4.4.5. The external auditor of the Issuer may be called to the meetings of the Board of Directors as a guest with a voice but without a vote and must refrain from being present regarding those agenda items in which they have a conflict of interest or that affect their independence.

4.4.6. The call must specify the date, time, location, and agenda of the corresponding meeting.

4.4.7. The goal is for Proprietary Board Members to achieve an attendance rate of at least 75% at the meetings of the Board of Directors.

4.5. Minutes of the Meetings of the Board of Directors

4.5.1. Corresponding minutes will be drawn up for all meetings of the Board of Directors, which will be transcribed into the Board of Directors meeting Minutes book and signed by the Chairman and the Secretary of said body.

4.5.2. The Board of Directors may designate special delegates during its meetings for the execution of its resolutions and, if applicable, the notarization of the respective Minutes.

4.5.3. The content of the Board of Directors Minutes must generally include: the location, date, and time of the meeting in question, the attendance list of the participants in said meeting, the verification of the quorum by the Secretary, the agenda of each meeting, and the development of each topic reviewed during the meeting.

4.6. Evaluation of the Board of Directors

4.6.1. In adherence to best Corporate Governance practices, the Issuer conducts an annual self-evaluation of the Board of Directors, which is prepared and administered by an External Advisor with the purpose of identifying strengths and areas of opportunity for said collegiate body.

4.6.2. Once the results of said Self-Evaluation are obtained, the External Advisor prepares a report with their findings and recommendations, which is analyzed by the Corporate Practices Committee at its immediately following meeting.

4.7. Company Books

The books containing the Stock Registry, Capital Variations, Board of Directors Meetings, and Shareholders' Meetings will be kept under the custody of the Proprietary or Alternate Secretary of the Issuer.

4.8. Chief Executive Officer and Relevant Executives

4.8.1. The Chief Executive Officer and the Board of Directors are entrusted with the administration of the Issuer in accordance with the provisions of Article 23 of the LMV.

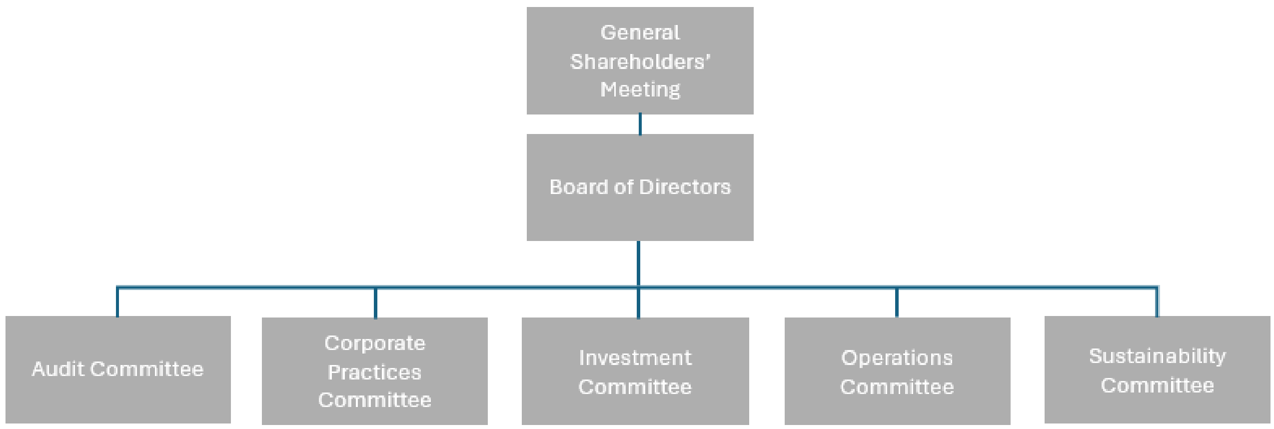
4.8.2. The Chief Executive Officer will perform management, leadership, and execution functions for the business of the Issuer and the legal entities it controls, subject to the strategies, policies, and guidelines approved by the Board of Directors.

4.8.3. The responsibilities of the Chief Executive Officer include, among others, those described in Article 44 of the LMV.

4.8.4. Regarding the management, leadership, and execution of corporate business, it is the responsibility of the Chief Executive Officer to comply with the obligations provided for in Article 44 of the LMV, and they must present an annual report to the Board of Directors under the terms provided by Article 172 of the LGSM, with the exception of the provisions of subsection b) of said article.

4.9. Advisory Committees

4.9.1. The structure of the advisory committees is as follows:



4.9.2. The Board of Directors, for the performance of its functions, will rely on the assistance of one or more committees established for such purpose.

4.9.3. Both regulatory and non-regulatory Committees are established to support the Board of Directors and the Chief Executive Officer by providing them with the necessary and relevant information for the proper management, leadership, and execution of the business; therefore, the Board of Directors may establish any Committees it deems necessary to support specific areas of its functions, defining the operation and reporting obligations entrusted to said Committees.

4.9.4. It is the responsibility of the regulatory Committees to submit an annual report to the Board of Directors regarding their functions, matters addressed in their respective meetings, and resolutions adopted.

4.9.5. Audit Committee and Corporate Practices Committee.

4.9.5.1. In accordance with the provisions of Articles 41, 42, and 43 of the LMV, the Audit and Corporate Practices Committees are the advisory and regulatory body responsible for overseeing the management, leadership, and execution of the business, as well as the Issuer's adherence to the internal regulations defined by the Board of Directors and compliance with applicable legal, statutory, and administrative provisions.

4.9.5.2. The Audit Committee must assist the Board of Directors in overseeing the company through the establishment and monitoring of the internal control system, ensuring transparency in accountability, compliance with Shareholders' Meeting resolutions, and the review of related party transactions, through the performance of the activities provided for in Article 42 of the LMV.

4.9.5.3. The Corporate Practices Committee must assist the Board of Directors in overseeing the management, leadership, and execution of the Issuer's business, providing its opinion on inter-company transactions, waivers for board members and relevant executives regarding the use of business opportunities belonging to the Issuer, as well as the appointment and compensation packages of the Chief Executive Officer and other relevant executives, in accordance with the activities provided for in Article 42 of the LMV.

4.9.5.4. Each of the Committees will be composed of a minimum of three members who must be exclusively Independent Board Members and will be appointed by the Board of Directors upon proposal by the Chairman of the Board. The chairpersons of each Committee will be appointed or removed by the Shareholders' Meeting, and the Chairman of the Board of Directors may not be appointed as chairperson of a Committee.

4.9.5.5. The Audit Committee meetings will be held at least quarterly, and the Corporate Practices Committee meetings at least semi-annually. Minutes must be drawn up for each meeting with due detail; for this purpose, a Secretary will be designated for each Committee, who may or may not be a member of it.

4.9.5.6. It is the responsibility of the Secretary of the Committees to collect the signatures on the attendance list that will form part of the minutes, or a certification detailing the names of the attendees in lieu of the attendance list, as well as to safeguard them.

4.9.5.7. Each Committee Chairperson will present an annual report to the Board of Directors covering the aspects established in Article 43 of the LMV.

4.9.6. Investment, Finance, and Planning Committee.

4.9.6.1. The Investment, Finance, and Planning Committee is responsible for selecting the Issuer's assets and investments, ensuring that they permanently align with the "Investment Policy" approved by the Board of Directors.

4.9.6.2. Its composition will be established by the Shareholders' Meeting or the Board of Directors, and it will assist the latter body in the execution of investment decisions to ensure they are carried out within a framework of control, prudence, and under best practices.

4.9.6.3. The Committee meetings will be held at least monthly, and minutes must be drawn up for each meeting recording the resolutions passed; for this purpose, a Secretary of the Committee will be designated, who may or may not be a member of it.

4.9.6.4. It is the responsibility of the Secretary of the Committee to collect the signatures on the attendance list that will form part of the minutes, as well as to safeguard them.

4.9.7. Operations Committee.

4.9.7.1. The Operations Committee is responsible for advising the Executive Chairmanship on establishing strategies and actions to optimize the Issuer's operational efficiency and quality.

4.9.7.2. The Committee meetings may be held quarterly, and, if applicable, minutes will be drawn up for each meeting recording the resolutions passed; for this purpose, a Secretary of the Committee will be designated, who may or may not be a member of it.

4.9.7.3. It is the responsibility of the Secretary of the Committee to collect the signatures on the attendance list of the corresponding meeting.

4.9.8. Sustainability Committee

4.9.8.1. The Sustainability Committee is established and overseen by the Board of Directors.

4.9.8.2. The Sustainability Committee is responsible for:

4.9.8.2.1. Defining the scope of sustainability for Quálitas Controladora.
4.9.8.2.2. Defining strategies and activities to implement sustainability practices.
4.9.8.2.3. Presenting the activities report to the Board of Directors on a quarterly basis.
4.9.8.2.4. Promoting the incorporation of ESG criteria into operations across the different areas of the organization.

4.9.8.3. The Committee meetings are held at least semi-annually, and minutes must be drawn up for each meeting recording the resolutions passed; for this purpose, a Secretary of the Committee will be designated, who may or may not be a member of it.

4.9.8.4. It is the responsibility of the Secretary of the Committee to collect the signatures of compliance on the minutes, or if applicable, certify the attendance of the participants, as well as to safeguard them.

4.10. Functions

The Corporate Governance System includes the establishment and operation of the following functions:

4.10.1. Comprehensive Risk Management.

4.10.1.1. It has the following characteristics:

4.10.1.1.1. The system under which it operates is approved by the Board of Directors.
4.10.1.1.2. Its purposes are: to monitor, manage, measure, control, mitigate, and report on the risks to which the Issuer is exposed, including those that are not fully quantifiable.

4.10.2. Internal Control.

4.10.2.1. The Issuer's Internal Control system will be governed under the guidelines approved by the Board of Directors and the Audit Committee, and its purpose is to ensure that the Issuer operates within a general control environment and provides greater certainty regarding the effectiveness and efficiency of management.

4.10.3. Internal Audit.

4.10.3.1 The Internal Audit function is objective and independent, and the system under which it operates is approved by the Board of Directors and the Audit Committee.

4.10.3.2 The Internal Audit function is responsible for overseeing the Issuer's operations, as it allows for the evaluation of financial information and the effectiveness of the internal controls required for an orderly and reliable operation.

4.11. Code of Ethics and Conduct

4.11.1 In order to establish a series of rules that regulate the relationships and behavior of each of the Issuer's workers in the performance of their duties, the "Code of Ethics and Conduct" is established. It is of general and mandatory application for Members of the Board of Directors, Relevant Executives, workers, suppliers of goods, and service providers who collaborate with the Issuer.

4.11.2 The Members of the Board of Directors approve and sign in compliance with said Code on an annual basis.

4.12. Eligibility of Board Members

4.12.1 Shareholders or individuals external to the Issuer who meet the requirements established in this policy may serve as Board Members.

4.12.2 The Chief Executive Officer or Relevant Executives may also hold the position of Board Members in accordance with section 4.3.4.

4.13. Requirements to be a Board Member

4.13.1 They must possess professional experience, capability, and professional prestige.

4.13.2 The majority must be Mexican citizens or foreigners residing within the national territory.

4.14. Obligations in the Actions of Board Members

Board Members must:

4.14.1 Expressly refrain from participating in the deliberation and voting of any matter that involves a conflict of interest for them.

4.14.2 Maintain absolute confidentiality regarding all acts, facts, or events relating to the Issuer, as well as the deliberations carried out within the Board of Directors.

4.15. Impediments and restrictions

Board Members cannot be:

4.15.1 Individuals who have served as external auditor of the Issuer or any of the legal entities that comprise the business group or consortium to which it belongs, during the twelve months immediately preceding the appointment date.

Independent Board Members cannot be:

4.15.2 Relevant executives or workers of the Issuer or the legal entities that comprise the business group or consortium to which it belongs. Said limitation shall apply to individuals who have held such positions during the twelve months immediately preceding the designation date.

4.15.3 Individuals who have a significant influence or command power over the Issuer or any of the legal entities that comprise the business group or consortium to which said company belongs.

4.15.4 Shareholders who are part of the group of individuals that maintains control over the Issuer.

4.15.5 Clients, service providers, suppliers, debtors, creditors, partners, board members, or workers of a company that is a material client, service provider, supplier, debtor, or creditor.

A client, service provider, or supplier is considered material when the company's sales represent more than 10% of the total sales of the client, service provider, or supplier during the twelve months preceding the appointment date. Likewise, a debtor or creditor is considered material when the credit amount is greater than 15% of the assets of the company itself or its counterparty.

4.15.6 Individuals related by blood, affinity, or civil law up to the fourth degree, as well as spouses or domestic partners, of any of the individuals referred to in sections I through IV of this article.

Independent board members who cease to meet such criteria during their term must inform the Board of Directors no later than the next meeting of said body.

4.16. Selection of Board Members

4.16.1 The Chairman of the Board of Directors, in collaboration with the executives determined by the Board, will evaluate, if applicable, the experience and capability of each Board Member to be proposed to the Shareholders' Meeting.

4.16.2 The criteria that favor the candidate's suitability evaluation are: experience, knowledge, and professional prestige in the financial field.

4.16.3 The candidate for Board Member must disclose to the Issuer's General Shareholders' Meeting if they serve as a Board Member of another financial entity.

4.16.4 It shall be the function of the Company Secretary to:

4.16.4.1 Inform the individuals designated as Board Members of the circumstances under which they could fail to comply with the requirements or, if applicable, trigger any restriction or incompatibility that would prevent them from continuing to perform their assigned duties.

4.17. Removal of Board Members.

4.17.1 Board Members may be removed from office if they trigger any impediment and restriction mentioned in sections 4.14 and 4.16, without prejudice to the General Shareholders' Meeting agreeing on their separation for any other reason.

4.17.2 The chairpersons of the committees performing corporate practices and audit functions will be removed from office exclusively by the General Shareholders' Meeting.

4.17.3 Independent of the foregoing, the Authority may at any time determine to proceed with the suspension or removal of members of the Board of Directors who can legally bind the Issuer with their signature.

5. INVOLVED POLICIES

- Code of Ethics and Conduct.