



Structuralia

**ANTI-CORRUPTION
POLICY**



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I. INTRODUCTION

STRUCTURALIA's long-term success depends on the offer of quality services and products to our clients, and on our responsibility and ethics as citizens. Expanding our business by either making or accepting undue or questionable payments is against the law and it is harmful to our objectives, and above all, to our duty. This policy reinforces our commitment to ethics and professionalism; hence we must also abide by the Anti-corruption laws applicable in the different countries where we work.

STRUCTURALIA, its branches and business units (Collectively known as "the company") will not take part in any form of corruption or bribery, and neither will any external party that may act in our name make any undue payments to another party in order to gain any type of benefit. Likewise, we will not accept bribes nor be used by any other party to facilitate the payment of bribes. These prohibitions are applicable to any kind of bribes, which may include monetary payments and gifts, luxurious meals and gifts, travels, and entertainment, as well as similar high-value items

Bribery prohibitions extend beyond monetary payments, and include the offer of, the promise to, or the giving of any "valuables" in order to gain an undue benefit or advantage. Gifts, travels, entertainment, lodging, tickets to events and other promotion expenses are considered "valuables", which if given for questionable ends, may be considered acts of bribery in violation of anti-corruption laws. This policy, in addition to providing guidance and advice regarding corruption risks, establishes basic rules related to all social courtesies provided by the company, either directly or in our name, to current and/or potential clients, public officials and other parties.

This policy has been conceived to be applied in STRUCTURALIA at a global level and ensure the company's compliance with its legal and ethical obligations worldwide. However, although this policy has been conceived to be applied globally, there may be cases in which local anti-corruption laws have stricter regulations. In such cases, we must act with the highest standards in compliance with the most rigorous local legal requirements.

Therefore, should you have any questions regarding the local regulations, or how it is applied to any aspect of your work, contact STRUCTURALIA's General HHRR Manager. We all have the responsibility to report any suspicions we may have regarding any violation of this policy, and STRUCTURALIA prohibits any kind of retribution against those employees who communicate their concerns and suspicions in good faith. Please read the section "How must I communicate a concern or ask questions" to obtain a list of notification options with the respective contact information.

You may contact STRUCTURALIA's General Resource Director or the Business General Director.

II. WHO MUST FOLLOW THIS POLICY?

This policy is applicable to all STRUCTURALIA's employees, executive managers, and directors (including employees from the Company's branches and business units worldwide). External parties must be coherent with these standards when acting in our name.

III. BASIC CONCEPTS

What is prohibited and what is required?

Applicable anti-corruption laws have two main aspects:

- (1) Bribery prohibitions
- (2) Requirements for accurate and robust internal business records control.

Anti-bribery prohibitions

Basic prohibitions. Anti-corruption laws prohibit, us and other parties acting in our name ("Third parties"), to participate in any of the following:
Give, pay, promise, offer, or authorize the payment of any valuables (such as money, gifts, travels, and entertainment), either directly or indirectly (through a third party), to any party or parties, public officials included (to be described in another section), in order to persuade that party to aid the Company (or any other) to benefit from a business (such as contracts, sales, government approval, or any favorable treatment in terms of immigration or customs).

Special attention to Public Officials. Although our bribe regulations cover the relationships with all types of parties, the interaction with public officials of any government represent a major corruption risk, therefore, this policy, as well as many other national and international anti-corruption laws pay special attention to this group, and whose anti-bribery dispositions are applicable to ALL our operations worldwide.

Since the benefits for public officials may take various forms, corruption risks may also arise in many areas of our work. **Some of these risk areas are obvious, and include cash payments, meals, gifts, and entertainment, while there are others seemingly harmless such as the hiring of staff, or suppliers with a relation with public officials. Therefore, we must remain especially vigilant concerning transactions that may involve government agencies or officials in case of any "red flag" that may alert of potential corruption so it may be identified and addressed immediately. For common "red flags" concerning the relations with third parties, please refer to Appendix A**

Who is a public official?

The definition of a public official includes the following elements:

- Any duly elected or appointed public servant (with either executive, legislative or judiciary powers) of a local, provincial, regional, or national government (or any government agency or organism).
- Any full-time, part-time, non-remunerated government worker, or any person who acts in an official capacity (that is, one who acts under government authority or delegation to perform government or public-related responsibilities).
- Any political party, party official, or candidate to public office.
- Any official or employee of a public international organization, such as the World Bank, or the United Nations, or any Department/Agency of such sort
- Any executive, or employee of an either fully or partially public enterprise, that is, all employees of State-owned enterprises and organizations are considered public officials, even if private parties manage those enterprises.

The expression public official includes immigration and customs workers, as well as State social partners.

Accounting and record-keeping requirement

Accurate records. Anti-corruption laws require STRUCTURALIA to keep accurate and complete transaction records.

Internal controls. Anti-corruption laws also require adequate internal controls to ensure that:

- All corporate transactions are properly authorized and registered
- Access to company assets are restricted to authorized personnel only
- All registered company assets must be contrasted with real assets, and that adequate measures are taken in case of discrepancies.

Branches and joint enterprises. These Accounting and internal controls are applicable to all STRUCTURALIA branches regardless of their current location. For further information on these requirements and their practical applications, refer to the section “What can I do to help against accounting infractions?”

What are the consequences of violations to the Anti-corruption laws?

Violations to Anti-corruption laws may bring serious consequences to the company and yourself, and may include multi-million fines, or long prison sentences. Besides,

that an employee fails to abide by this policy may lead to disciplinary actions and even dismissal. In the case of supervisor, disciplinary measures are equally applied to those who:

- Do not take action to prevent the employee's misconduct when there may be reasons to believe that the employee is likely to incur in professional misconduct.
- Do not take de adequate corrective measures in response to the employee's misconduct when aware of the situation.

Are payments to a public official's relatives considered corruption risks?

Yes. No payments can be made to a public official's relative unless it is related to a specific business activity, or if that relative performs a specific activity based on a written agreement with STRUCTURALIA.

Can we give and accept gifts, travel, meals, and entertainment?

Provision of social courtesies. Our anti-bribery policy goes beyond monetary payment, and prohibits giving "valuables" as means to induce or influence a person, or public official to use his/her position to benefit any business or similar activity that STRUCTURALIA may be involved in. Gifts, meals, travels, lodging and entertainment (tickets to events) and any other promotional expenses (collectively referred to a social courtesies), are all "valuables" that, if given with questionable purposes, may be considered as bribes.

Anti-corruption laws so allow the expenditure of **reasonable amounts of money for the provision of social courtesies in good faith which may be related to promotion, demonstrations or presentation of products and services offered by the company, which may also include the discussion of business matters.** However, we must be careful to prevent social courtesies from crossing the line towards bribery.

Can we be held responsible for the actions of third parties?

Yes. We use third parties due to their valuable inputs in terms of experience and knowledge. Nevertheless, considering that they may act in our name, it is important for us to know their qualifications, activities, and associations, especially from a reputation and commitment point of view. Anti-corruption laws prohibit bribery through intermediaries, which means that we could be held legally accountable for the misconduct of a third party, such as a consultant or an agent, should the company be aware of, or have reason to believe that an act of bribery could be committed. Therefore, we must take the necessary measures to make sure that the company works only with third parties with clear ethical conduct, and that the relationships are supervised in order to detect any possible "red flags" (See appendix for further information of common red flags).

As a matter of fact, it is not possible to avoid the responsibility for the actions of third parties acting in our name by looking the other way, however, should we have reasons to believe that such third parties may incur in acts of bribery, we may be held

responsible as if we have made the payments ourselves. Therefore, STRUCTURALIA here by presents the due diligence and supervision procedures that have been adapted to face specific corruption risks, and that will address the following issues:

Due diligence. To make sure we only work with the adequate third parties, we conduct a due diligence investigation by gathering and evaluating information on the party's qualifications, reputation, and associations, which include:

A business justification for the relationship with the third party

- The third party's qualifications and reputation (specially to verify whether the said party is ethically adequate or may incur in irregular and questionable activities).
- The third party's relationship with public officials (for instance, whether the third party is owned by a public official).
- Reasonableness criteria to assess the remuneration requested by the third party.

Written agreements. Before starting the work in the name of the company, all concerned parties must have a written agreement that describes, in detail, the services to be provided and remunerations terms. All contracts with third parties must include the pertinent Anti-corruption clauses, which may include the prohibition of undue payments, authorship, and termination rights. The collaborator will in turn confirm to have read and understood the policy in writing.

Supervision. All along the relationship between the company and any third party, we will supervise their activities to ensure that all provided services are within the law. Under no circumstance will the collaborator receive any incentives or business Commission to facilitate any business benefit for STRUCTURALIA in their own business sector.

What is a facilitating payment?

Facilitating payments (or facilitation payments) are small payments made to public officials, or to other parties deemed necessary to speed up or facilitate the completion of a rather routine government procedure such as having access to official documents, the issuing of other documents, postal or other public services.

STRUCTURALIA prohibits facilitating payments. Any exceptions to the rule must be first approved by the General Director. All employees must inform the General Director about any request for facilitating payments.

Can I make a political donation?

Yes, as long as such donation is made exclusively in your name, and not in the company's name.

Can I make a charity donation?

Yes. As with political donations, the employees may make personal charity donations as long as they are within legal thresholds, and do not imply or appear to have been made by the company.

What can I do to help against bribery?

The company trusts that you may respond adequately should you detect a risk of corruption in your daily work. The following are the general principles you must try to apply in your work:

- In case of doubt, ask the General Director
- Obtain previous approvals / authorizations when needed
- Should you hear rumors about undue payments taking place, or detect “red alert signs”, do not ignore them, but inform the General Director.
- Supervise third parties continuously to detect possible “red alert signs” of potential corruption.
- Reject all requests for facilitating payments.
- Inform the General Director about any requests for undue payments
- Remember to ask the General Director about the potential problems with local laws (especially those that address the interactions with government agencies and officials).

How should I respond to the request for an undue or facilitating payment?

Should you receive a Request for an undue or facilitating payment proceed as follows:

- Reject it immediately; explain that the Company does not make these types of payments.
- If there are third parties involved, explain that they are not authorized to make such payments on behalf of the Company. Instruct them not to make such payments and that the Company could not continue working with them should they proceed with such course of action.
- Make it clear that your negative answer is absolute and that there is no underlying or concealed intention to accept.
- Contact the Legal Department Immediately and wait for further instructions
- Should anyone suggest a transaction you may consider irregular (in case you suspect it may be related to the payment of bribes, yet with no open Request, or when a third

party offers a faster government procedure in exchange for an extra charge):

-Say you must first contact your supervisors before giving an answer.

-Contact the Legal Department Immediately and ask for instructions regarding the subject.

What can I do to help against accounting infractions?

In order to protect the Company against an accounting-related infringement, you must try to follow our accounting policies and procedures. For further information on these policies and procedures, please contact your Finance Director or the designated responsible officer/supervisor.

In particular, you must never give in to requests for false invoices or payments for unusual or excessive expenses, that are inadequately described, insufficiently documented or that raise any questions.

You must also follow the Company's expense reporting (for example, you must accurately describe the business purpose of meals and entertainment, list all attendees, and attach all the necessary receipts. Should you have any question about these requirements, contact the HR Manager.

What can I do to help against money laundering?

Money laundering is the process of moving profits obtained from illegal activities through legal businesses and the world banking system in order to conceal their irregular origin.

Many countries have approved specific laws that prohibit financial transactions, which involve such gains and impose notification requirements and restrictions to specific money transfers. These anti-laundering laws and regulations (AML Regulations) are a part of the worldwide effort to prevent crime organizations to utilize legal businesses for illicit activities.

We must not facilitate transactions that involve funds from illicit origin. In particular, we should not assist in any transactions when aware of, or suspicious that the funds come from an illegal activity, such as fraud or corruption. You must get guidance from the Legal Department whenever you have knowledge of any suspicious circumstances in a transaction, such as large cash payment proposals, or counterparts reluctant to provide identifying information.

AML laws also require us to report certain cash transactions. Seek guidance from the Legal Department regarding cash transactions near the \$ 10,000, or related cash transactions near the \$ 10,000 in any one-year period, or the physical transportation of cash or other monetary instruments near the \$ 10,000.

How must I communicate a concern or ask questions?

Should you have any questions about Anti-corruption laws and the AML regulations, or concerns regarding a misconduct event you may have witness, or a questionable

request you may have received from someone in the company, seek advice through the following channels:

- General Director of STRUCTURALIA
- General Resource Director of STRUCTURALIA
- Business General Director of STRUCTURALIA

STRUCTURALIA prohibits the punishment, or retaliation of any kind against those employees who report, in good faith, potential or actual violations to the company's ethical or legal standards. Each employee has the right to express his/her concerns regarding ethical issues without fear of punishment or harassment from co-workers, supervisors, or top management. The Company deeply appreciates his/her commitment to our ethical and professional standards.

APPENDIX A

Red flags. At the time of hiring a third party, we must pay close attention to circumstances that may indicate the existence of corruption risks or may lead to the suspicion of a possible illegal payment by a third party; these circumstances are commonly known as "red flags".

In case you identify a red flag while hiring, or working with a third party, contact the General Director to determine the corresponding due diligence steps, should there be need to proceed so. The presence of red flags indicates the need for greater scrutiny and measures against a possible infraction. However, it does not necessarily mean that the relationship could not continue.

Some red flag examples are:

- A third party is recommended by a client of public official, especially one who may have influence in the work or processes carried out by the company.
- The third party has objections to the Anti-corruption clauses included in the agreements.
- The third party requests unusual contract terms or forms of payment that may cause trouble with local regulations, such as cash payments, or in foreign currency, or in an offshore account, or when the third party is located in an offshore jurisdiction.
- The due diligence reveals that the third party is a fictitious business or has an unorthodox structure.
- The third party's only qualification is its influence over other clients and public officials.
- The third party requires for its identity, or in the case of a business, the identities of its owners, directors, or employees, to be concealed.
- The third party maintains a close family, personal or a business (contractual)

relationship with a client or a public official, or with any of their relatives.

- Lack of transparency in their accounting records
- Excessive, or “above market rate” remuneration.
- The third party requests for an urgent payment or ahead of schedule.
- The third party submits invoices for excessive amounts with no reasonable explanation.
- The offered services are vaguely described in the agreements
- The third party belongs to a field or sector other than the one it is being hired for.
- The third party has negative background or questionable reputation.

In general, any action or facts that may rise doubts or concerns on whether the price paid for the service is coherent with a reasonable market price is also a red flag. Should any of the red flags mentioned above be detected, it may require further inquiry. Please contact the General Resource Director.