



ALEATICA

DCM-NORM-01

CONFLICT OF INTERESTS

Proposed by:

Management of Risk and
Internal Control

Reviewed by:

Audit Committee

Date: December 2017

Approved by:

Date: December 2017
Board of Directors

Scope:

Date: December 2017

It shall apply to Directors, Managers and Employees of all the companies that integrate ALEATICA and in which the latter has control and any person part of or having a relationship with any related party. In those investee companies in which ALEATICA has appointed any member of its Board of Directors, said members shall propose measures similar to the ones expressed here.

**Document
Classification**

Public

Change control

Review	Section	Brief description of the change

Related and applicable documentation

Code	Name of the document
DCM-CODI-01	Code of Ethics
DCM-POLI-01	Anti-corruption Policy
	Guidelines for transactions with related parties

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1. OBJECTIVE

To establish the guidelines that the Directors, Managers and personnel of ALEATICA, S. A. B. de C. V., subsidiaries and business units (hereinafter ALEATICA) shall followed in their actions, their business criterion and decision-making in conflict-of-interests situations.

2. IDENTIFICATION AND TREATMENT OF THE CONFLICT OF INTERESTS

2.1 Situations in which conflict of interests may occur

Conflict of interests is when an employee, Manager or Director has private situations that could unduly influence the correct form of the exercise of his or her functions and responsibilities.

2.1.1. Subsection or paragraph example Examples of conflict of interests (including and not limited to)

- a. Self-interests in resources funding, contracting of suppliers and hiring employees When a person uses his position to influence a decision to provide funding or contracts to another organization in which it has an interests, or to bridge the staff hiring process to give work to a friend or family member.

"Family" means a relationship of consanguinity or affinity up to the second degree. This includes parents, siblings, spouses, children or any other family member of the employee, legal or factual relationships between employees of the company, either through blood, marriage or otherwise, and people living with the partner or who are economically dependent on this.

- b. Undue influence: When a person requests or accepts any type of benefit in exchange for influencing the activities of ALEATICA or promoting someone else's interests.
- c. Misuse of the information or the assets: When a person uses the information or property to which he has access at work, and to which others do not have access, for a personal benefit.
- d. Improper activity outside the office: When the activities of the person, out of the workplace, are in conflict with the interests of ALEATICA.
- e. Acceptance of undue benefits: Such as meaningful gifts that put the person under the pressure to return the favor.

- f. Exercise any office, becoming a member of the Board of Directors, or being an employee of any third party with which ALEATICA has some kind of relationship.
- g. Services provided to the client in which ALEATICA has or might have certain power to influence the decisions of the client.
- h. Situations in which ALEATICA has access to non-public information about customers that sets it in an advantageous position over the rest of the competitors.
- i. When a partner uses ALEATICA's confidential or privileged information for its own benefit or that of any family member, or transmits it to another entity in which it has any involvement.
- j. When a contributor administers its own business and maintains any kind of relations with the Company.
- k. When a contributor participates in an outside activity that consumes so much time that it affects his ability to devote time and attention to the responsibilities of his current work.
- l. When the contributor or a family member thereof has any involvement or relationship with a competitor, supplier or customer of the Company.
- m. When a family member of a contributor works with a governmental authority or controller of the Company.
- n. When a contributor receives or gives gifts, which are outside the guidelines established by the Anti-corruption Policy, to:
 - Entities that carry out commercial transactions with the Company.
 - Governmental or regulatory authorities who monitor a contract.
 - Entities with which the Company is negotiating a contract.

2.2 Prevention of the conflict of interests

The area of Compliance, in coordination with the Human Resources department, must design and implement measures for:

- Publicizing this policy and ensuring that the content has been understood;
- Providing education on how to identify and what to do in situations in which a conflict of interests is present or could be present;
- Publicizing the channels by which a situation that is not aligned to this standard can be reported;

ALEATICA considers positive the fact that relatives of employees join; however, aware that these relationships exist and that they may lead to favoritism and therefore generate conflicts of interests, the following measures of prevention in relation to its existence are established:

- To avoid that a family member is in a position that allows him or her to exercise direct or indirect influence on the employee, an employment relationship involving dependency in the hierarchical line may not exist.
- Where a family member presents himself as a candidate for a post, the employee of ALEATICA with whom he has a family or partner relationship, defined as conflict of interests, may not intervene in the recruitment or internal promotion processes. The selection or promotion of people is always performed under terms of objectivity and the most suitable candidate will always be selected.

2.3 Communication regarding conflicts of interests

The existence of a conflict of interests does not necessarily constitute an offence in itself. It exists even though unethical or improper acts do not originate from it. However, a conflict of interests can become a problem if the employee attempts to influence the outcome of a corporate decision for his personal benefit.

It is the responsibility of Directors, Managers and Employees to inform the Direction of Compliance if there is some sort of conflict of interests with current or prospective business relationships with customers, suppliers, or any other organization with which ALEATICA has any type of contract.

When there are family relations between two employees, defined as conflict of interests, and there is a hierarchical relationship, the highest-ranking employee shall inform his superior, who must make the necessary changes to avoid potential conflict of interests situations.

The Direction of Compliance must analyze the information and conduct research to determine the impact of establishing a business or employment relationship with an existing conflict of interests. The Direction of Compliance will determine the most appropriate action to be implemented, and if the approval of the Director-General of ALEATICA or even of any Governing Body (Board of Directors, Corporate Practices Committee or Audit Committee) is necessary.

All Directors and managers, and staff in general, must answer the "conflict of interests declaration" annually. If in the course of the year any situation that could come into conflict of interests is modified, the person has the obligation to inform it to the Direction of Compliance.

2.4 Treatment or management of conflict of interests situations

There will be situations in which a business or trade relationship will have to be established despite presenting a conflict of interests. Such situations must be declared to the Direction of Compliance. Likewise, it is necessary to ensure transparency through the 'self-declaration' and the documentation thereof.

3 ANNEXES

CONFLICT OF INTERESTS DECLARATION 20XX

Annex 1. CONFLICT OF INTERESTS DECLARATION

	CONFLICT OF INTERESTS DECLARATION 20XX	
	Type of document (i.e. PRINTED)	

Answer all of the questions listed below before sending your Conflicts of Interests Declaration.

1. During 20XX, while you were a contributor of ALEATICA and/or any of its affiliates, did you have professional activities, as freelancer (paid or not) or as an employee, either full or part time, in any entity other than ALEATICA or any of its affiliates?

Yes. Declare the activity and % of time devoted:

No

2. During the year ended December 31, were you affiliated with, or had an "interests"(*) in, any type of business such as:
- Member of a Board of Directors, member of a Committee of a Board of Directors or member of an Advisory Committee or Board of Trustees.
 - Officer, manager, partner, administrator, consultant, independent contractor or sole proprietor.

Yes

No

If the answer is affirmative, specify the name of the entity, its business relationship with the Company, the value of the annual business dealings with the Company and the nature of the Company's "interests" in conflict.

(*) The term "interests" includes all interests through managerial, shareholding control, partnership, employment or contract, allowing him to exercise control over the entity or influence in an entity's decision-making process.

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3. Have you or a family member, according to the best of your knowledge and belief, had license with; served as employee, director (or member of any Committee of the Board of Directors), manager, partner or property union; controlled or owned, directly or indirectly, an "interests" in any of the following options during the year ending December 31, 20XX?
- a. A business that, you know, is a provider of goods or services to ALEATICA or its affiliates.
 - b. A business that, you know, engages in commercial or financial transactions with ALEATICA and/or its affiliates that are not as a supplier of goods and services
 - c. A business in which, you know, ALEATICA and/or its affiliates have a financial participation or otherwise.
 - d. A Company which is a competitor of ALEATICA and/or its affiliates

Yes

No

4. Have you or, to the best of your knowledge and belief, any family member during the year ending December 31, 20XX:
- a. Had a financial "interests" or otherwise that affects or creates a conflict or that might seem to affect or create conflict with the interestss of ALEATICA and/or its affiliates or with the performance of your duties and responsibilities towards ALEATICA and/or its affiliates?
 - b. Been involved in any transaction, proposed or consummated, of which the Company is a party and in which you, or any family member, have a significant financial "interests" or otherwise?
 - c. Received personal services, including among others, tax, accounting, consulting or advisory services from any company or organization that provides services to, or engages in transactions of ALEATICA and/or its affiliates?

Yes

No

5. Have you or a family member given, offered or received gifts, outside of the guidelines established in the Anti-corruption Policy, to persons or entities which maintain trade relations with ALEATICA and/or its affiliates?

Yes

No

6. Have you or, according to the best of your knowledge and belief, has a family member been employed by any municipal, state or federal governmental entity during the year ending December 31, 20XX?

Yes

No

7. Have you or, according to the best of your knowledge and belief, has a family member been elected, appointed or served as a Consultant, Officer, Director (or member of any Committee) or Trustee for a political office of a governmental municipal, state or federal agency or entity during the year ending December 31, 20XX?

Yes

No

8. Are you or a family member part of or have interests in any legal process of ALEATICA and/or its affiliates?

Yes

No

If your answer is affirmative, provide a brief description of the legal process, and if a person in your family is involved, provide the identity and your relationship with that person:

9. Regarding your employment with ALEATICA and/or its affiliates, have you had, or expect to have, any contact with a Public Official^(***) with the intention of improperly or illegally influencing a decision that may affect or involve ALEATICA and/or its affiliates, such as: legislation; regulation; financial

arrangements (purchase or investment); tenders; or any other type of formal decision as the adoption of a registration, licence, application of policies or advertising?

(***) A "Public Official" includes any person employed or acting on behalf of:

- a. Any government national, state, municipal, or local agency or organization;
- b. A company owned or controlled by the Government (totally or partially), even when that company is involved in common commercial activities;
- c. Any office or employee of a political party or any candidate for a political office.
- d. If you are not sure if a person is a "Public Official", you should seek assistance from the Direction of Compliance.

Yes

No

10. Have you used, or are you aware that any contributor has used or transmitted ALEATICA's confidential information and/or its affiliates thus infringing the obligation of confidentiality of the collaborator? Include information on purchase, sale of securities or shares in the stock market.

Yes

No

11. Have you ever been sentenced in a civil, criminal, administrative or regulatory process, or have fines, penalties or other punishment been imposed on you in connection with a fraud or other offenses associated with any activity of investment, misappropriation, bribery, perjury, counterfeiting, extortion, etc.?

Yes

No

12. Have you ever i) received a disciplinary measure such as expulsion, suspension or revocation of membership, authorization or license; ii) been banned or prevented from officially associating to an organization or professional association or otherwise; or iii) are you currently involved in a process that might result in an expulsion, revocation, suspension or prohibition?

Yes

No

13. Has any time in the past any judicial, governmental or official authority prohibited you from engaging in any commercial practice or activity or are you engaged in a process that could result in this ban?

Yes

No

CODE OF ETHICS

I hereby certify that I have reviewed the Code of Ethics of OHL. I have respected and I will continue respecting the terms of the Code of Ethics of OHL and the policies and compliance procedures the latter describes.

I recognize what this year, according to my knowledge, I have reported in full, truthful and honest manner all the information that the Code of Ethics and related Compliance Policies and Procedures may demand.

I also confirm that I have informed OHL of any infringement, real or potential, of which I may have knowledge. I understand that I can meet this obligation to report using the complaints line of OHL to report anonymously any accusation, as well as to report in good faith concerns related to accounting matters, internal controls or auditing. I can also report allegations of misconduct or any ethical concern to my direct boss and the Director of Compliance.

I confirm, certify and acknowledge the above.

CONFLICT OF INTERESTS

CONFIRMATION, CERTIFICATION AND RECOGNITION

I confirm that I have read and understood the Company Policy on Conflicts of Interestss. I certify that I have complied to the fullest extent with the Policy. To the best of my knowledge and belief, I certify that I have fully revealed all the information contained in this certification in an honest and reliable manner and that I have reported any actual or potential violation.

I confirm that I have not withheld, misrepresented, manipulated or altered any financial report or any other information intentionally to mislead readers, including, but not limited to, the Company's management, regulatory agencies, auditors and others.

I hereby certify that, to the best of my knowledge and belief, the previous answers, including details of all affirmative answers given here, are true and complete and that I will update these answers in time with a written amended answer if circumstances change during the year.

In addition, I acknowledge that I have the absolute duty of reporting undue behavior.

I confirm, certify and acknowledge the above.

Name and signature