

## CONTENTS

<u>Title</u>	<u>Page.</u>	<u>Validated by:</u>
<b>1. PURPOSE</b> MARCADOR NO DEFINIDO.	¡ERROR!	Training and development deputy direction: Enrique García Personnel administration management: Roberto Álvarez
<b>2. SCOPE</b>	1	<b>Authorized by:</b>
<b>3. CONCEPTS</b>	2	Human resources direction: Guadalupe Saad
<b>4. POLICIES</b>	2	Assistant manager of loss operations: Roberto Juárez
<b>5. INVOLVED POLICIES</b> MARCADOR NO DEFINIDO.	¡ERROR!	Board of directors: October 19 <sup>th</sup> 2017 session Board of directors: Ratified on April 19 <sup>th</sup> 2018.
<b>6. PENALTIES</b> MARCADOR NO DEFINIDO.	¡ERROR!	

### 1. PURPOSE

The main purpose of this policy is focused in:

- Ensure transparency in the interaction and development of the relationships of Quálitas officers and employees with insurance agents and intermediaries, providers, shareholders, regulators and supervision entities and others.
- Identify all situations that may potentially generate a conflict of interests for Quálitas.
- Specify procedures to follow and measures to adopt, to prevent, handle or disclose conflicts of interest.

### 2. SCOPE

All personnel (direct or indirect employees, officers, directors or board members) affiliated to Quálitas Compañía de Seguros, S.A. de C.V. or any of its subsidiaries, office directors or service offices employees.

### 3. CONCEPTS

<b>Conflict of interest</b>	<p>Any situation in which a personal or private benefit interest may influence in the judgement or professional decision of an entity member regarding compliance of his duties.</p> <p>The transactions or relationships with related parties are those that are carried out between Quálitas and another entity, or internally between a supervisor or subordinate, in which a patrimonial, family and/or professional connection exists</p>
<b>Patrimonial Connection</b>	<p>It is understood by patrimonial connection, the participation in the capital stock of a company or institution. Being partner and/or shareholder of Quálitas and of another company (competitor or provider) with which Quálitas carries out any transaction. Relationship of a Quálitas internal collaborator with any partner and/or shareholder of another company with which Quálitas carries out any transaction.</p>
<b>Shareholder</b>	<p>Person or group of persons that have participation in the company's capital stock and/or in the capital stock of an institution.</p>
<b>Family Connection</b>	<p>Relationship (either direct or collateral line, ascending or descending) or persons with whom he has a blood, marriage or civil relationship up to the fourth degree with any person within the entity with which any transaction is being carried out. Up to the fourth degree refers to the relationship he has with: parents, children, grandchildren, grandparents, great grandparents, great grandchildren, siblings, parents-in-law, sons, daughters and brothers-in-law, uncles and aunts by marriage, nephews and nieces by marriage, between parents and brothers in law, spouse or domestic partners</p>
<b>Professional Connection</b>	<p>Being director, employee, attorney-in-fact, executive or professional engaged to counsel or provide professional services to the entity or person with whom Quálitas carries out any transaction</p>
<b>Clients</b>	<p>Insured or Third Parties affected derived from an automobile accident</p>
<b>Collaborator</b>	<p>Person that provides services to Quálitas Compañía de Seguros that may be: employee, personnel hired by fees, interns or social service personnel.</p>

### 4. POLICIES

#### 4.1. GENERAL POLICIES

- 4.1.1. Quálitas' Officer or collaborator must not allow his personal interests to enter into conflict with his duties before the Clients.
- 4.1.2. The Officer or collaborator must refrain himself from providing private services to the Clients when these services are or may be presumed to be aimed to create business relationships with Quálitas

4.1.3. Quálitas' Officer or collaborator must avoid behaviors and situations that create conflict between the interests of the Insurer and the Clients, Intermediary Agents, Providers, Regulating or Supervising Entities. Therefore, he should not allow the decisions that correspond to his job to be influenced by the relationship with his family, friends or related persons.

4.1.4. A conflict of Interest exists when the Officers or Collaborators carry out any of the following transactions, or having knowledge of them, they do not report them to the Personnel Administration Management:

- I. Possess shares of any Quálitas' company, clients or providers' competitor company, except in the cases in which the same are acquired through the stock market.
- II. Maintain financial interests in transactions carried out with Quálitas Compañía de Seguros' companies and subsidiaries, directly or indirectly (for example, through a family member). Such interest must be approved by the Corporate Practices Committee before the transaction is carried out.
- III. Perform duties of director, secretary, general director or officer in any company external to Quálitas, without having express authorization of the General Direction and the Corporate Practices Committee.
- IV. Grant loans to its officers with Quálitas, Compañía de Seguros and subsidiaries' resources, without strictly following the established authorization policies
- V. Engage or influence in the engagement of personnel who is a relative of collaborators, clients, providers or members of the Board of Directors, without the relevant authorization (See Family Hiring Policy).
- VI. Rehire former employees of Quálitas, Compañía de Seguros and subsidiaries' employees, as well as providing goods or services to former employees, without express authorization of the General Direction and the Corporate Practices Committee.
- VII. Carry out administrative procedures or any other attention to "insured" or affected with whom they have a family or emotional connection.

4.1.5. Each collaborator must state annually, expressly and in writing, if he or his relatives (in direct or collateral line, ascending or descending, up to the fourth degree) or persons with whom he has a relationship by marriage or civil, hereinafter referred to as relatives, are in any of the cases previously mentioned. For such purpose, Quálitas will provide the formats and means to carry out the relevant statement. (Declaration of Conflict of Interest and/or Notice of Conflict of Interest).

Based on the declared information, Quálitas will determine if the situation is or not a conflict of interest. In case it is considered as such, it will inform that to the employee so that the necessary measures to prevent the same are jointly determined.

4.1.6. Every collaborator that does not make his Statement, omits or provides false information, will be construed as a serious breach to these policies and therefore the relevant administrative penalties may be applicable

- 4.1.7. Any collaborator that discovers situations of conflict of interests or that may potentially represent it, must make them known to the Personnel Administration Management, either in writing, verbally or by the communication means established for such purpose.

### 4.2. SPECIFIC POLICIES

- 4.2.1. Every Officer or collaborator patrimonial, personal or professionally connected to Quálitas that participates in the interaction:

- With Providers (Engagement, selection, recommendation, compliance evaluation payments, among others).
- With Insurance Intermediary Agents (Quotes, business engagement, commission payment, among others).
- With Insurers (Policy issuance, renovations, payment of losses, among others), or
- Regulating or Supervision Entities (Revisions, etc.), or
- That participates in any of Quálitas' processes.

Must observe the following ethical aspects:

- 4.2.1.1. Quálitas' collaborators are forbidden to conduct in the following manner:

- a) Receive money, loans, discounts, reductions or favors that establish commitments that may influence their decisions, compromise their labor or professional behavior or seek to obtain a possible concession from Quálitas' or personal advantage.
- b) Quálitas' collaborators may not accept for any reason whatsoever valuable gifts, advantageous conditions, salaries, trips, meetings or entertainment shows, commissions or any other form of compensations from clients, providers, financial institutions, dealers, contractors, companies or persons with whom transactions are carried out.
- c) Offer money or any economic benefit directly or indirectly through others to illegally obtain a business, concession or transaction for Quálitas.
- d) Use information related to the operations and transactions carried out by Quálitas, being their information regarding business, agreements, reports, confidential documents that imply the risk of affecting the company.
- e) Take for themselves or channel for the competence, any business opportunity in which Quálitas may be interested; personnel that contravenes the foregoing policy will be subject to termination of agreement without responsibility for Quálitas.
- f) Participate in businesses or carry out additional activities that are incompatible with their duties or that may cause a conflict of interest or a detriment to their job.
- g) Hire without General Direction's authorization, services of any kind from:

- Former Quálitas' employees or foreign and local Offices.
- A person that has family relationship with any Quálitas' employee or former employee or any other person that represents a conflict of interest with Quálitas.

4.2.2. If the collaborator, Office Director, employee of the office's director or board member has shareholding participation in any of the providing companies, he must adhere to the following:

- a) Notify in writing to the Personnel Administration Management and the Sales Accidents Deputy Direction/ Providers Management, the shareholding participation and the organizational structure of the providing company.
- b) Inform the current role performed within Quálitas, indicating his ascending and descending line of report, to ensure that the employee, Director or office director may not have relationship with the information exchange process or the purchase or sale process of the good or service related to the company in which he participates.

4.2.3. All collaborators must observe the following:

4.2.3.1. In case two employees that belong to the same area or related areas decide to establish a marital or domestic partnership relationship, they must notify it to the Personnel Administration Management to jointly determine who would be willing to relocate, if that is the case, to avoid conflict of interest.

- a) If the employee belongs to the same area as a subordinate, the area of human resources will suggest the person who must relocate within a maximum period of 30 calendar days, otherwise the employee will be dismissed.
- b) If they are located in different areas, the best alternative for Quálitas will be defined, being able to determine the separation of the Institution from one of the two

4.2.3.2. If at any time a collaborator receives a proposal from a supervisor to work with any provider that implies disregard to any established policy or procedure, he must report it immediately to the Personnel Administration Management indicating at least the following: name of the person that compels him, date in which he received the instruction, specific explanation of the facts through which it establishes that it was instructed to deviate from the policy, name of the provider

4.2.4. If at any moment, a collaborator receives a proposal from a provider to receive an economic or in kind remuneration in exchange of influencing his preference for the provision of services, he must notify it immediately to the Personnel Administration Management in writing, indicating at least the following: name of the person making the proposal, date in which the proposal is made and a description of the facts.

4.2.5. No collaborator may omit compliance of this policy, either by order of any officer or other kind of conflict of interest. If that were the case, he must report such situation to the Personnel Administration

Management indicating at least the following: name of the person that compels him, date in which he received the instruction, specific explanation of the facts through which he establishes that he was instructed to deviate from the policy, name of the provider, among other items considered important.

### RECORD OF CONFLICTS OF INTEREST

- 4.2.6. Each area manager must compile the Conflict of Interest Declaration form, record and safeguard the conflict of interest declaration format in physical and digital format as indicated:
- a) Personnel Administration Management in the case of Officials or Collaborators.
  - b) Administration of Losses Deputy Direction / Management of Suppliers in the case of suppliers or service providers of claims.
  - c) Road Assistance Deputy Directions for the suppliers or service providers of cranes and roadside assistance.
  - d) IT Systems Management Direction in the case of suppliers or service providers of IT Systems (only cases of maintenance, annual supports, licensing and consulting).
  - e) Administrative Management in the case of suppliers or providers of administrative services.
  - f) Training Deputy Direction in the case of service suppliers of Human Resources.
  - g) Offices Attention Deputy Direction for the case of suppliers or service providers of attention to offices.
  - h) In the case that the supplier is hired by another area, it will be responsible for what is indicated in section 4.2.6.

### CONFLICTS OF INTEREST AUTHORIZATION AND REGISTRATION

- 4.2.7. It will be the responsibility of the areas that compile the declaration form to validate whether or not there is a conflict of interest, in case a conflict of interest is reported, they must report it via email to the Personnel Management Department in the case of employees and The Administrative Sub-directorate of Claims / Supplier Management in the case of suppliers or service providers of any kind.
- 4.2.8. The Personnel Administration Management or the Losses Administration Deputy Direction/ Supplier Management, in coordination with each of the areas of the Company, must keep an updated record of the Conflicts of Interest that have taken place or of those that have been determined. with a high risk of conflict of interest in services or activities.
- 4.2.9. The Personnel Management Division will classify the type of notice it receives and inform the Human Resources Department to determine the area to be channeled in order to determine whether or not there is a conflict of interest.
- 4.2.10. The Human Resources Department must report monthly to the General Directorate all those cases that have been determined with a High Conflict of Interest Risk.

4.2.11. The Administrative Sub-Directorate of Claims / Suppliers Management will inform the General Directorate, who will be the person authorized to authorize or decline to establish or continue with the service provision relationship in the event that there are elements of little congruence and that guarantee transparency

### MAINTENANCE AND UPDATING OF CONFLICT OF INTEREST RECORDS

4.2.12. The Information on the reported or potential cases of Conflicts of Interest will be taken by the Management of Personnel Management or the Administrative Sub-Direction of Losses / Management of Suppliers and in the case of suppliers of cranes and road assistance the Subdirectorate of Roadside assistance, who will carry out, at least annually, the supervision of compliance with the Conflict of Interest policies, as well as monitor the cases reported.

4.2.13. It is the responsibility of the Management of Personnel Management to carry out, on an annual basis, the campaign to update the statements of conflicts of interest of the collaborators and the Administrative Sub-Directorate of Claims / Supplier Management of the Suppliers or service providers in agreement, in collaboration with the responsible areas

4.2.14. In the case of suppliers or service providers, only the update of the Declaration of Conflict of Interest Form will be requested when a change in the status of the same is reported, that is, if no conflict was reported initially and currently there is, or, if a conflict of interest had been reported and is not currently presented.

## 5. POLICES INVOLVED

- Family Membership Policy.
- Contracting Policy Managers, Coordinators, Chiefs or sales staff of foreign and local offices.
- Policy Receipt of Gifts by Suppliers.
- Recruitment and Personnel Selection Policy.

## 6. PENALTIES

Violation of the rules contained herein will have as consequence, depending on the severity of the case, imposition of penalties set forth in the Internal Labor Regulations and, if necessary, the ones set forth in the laws applicable in such case.

Providers, as well as personnel of such entities that offer a special service to the Company that breach, will be penalized with termination of agreement and, in case of patrimonial damage to Quálitas or its subsidiaries. *Quálitas* reserves itself the right to exercise the legal actions it deems appropriate.