

December 2018.

Code of Ethics

StructurA

1. Introduction

Established in 2004, StructurA groups together four specialized professional services companies. The experience of the companies and of those who work at them has positioned us as one of the leading consultants in Mexico. We seek to maintain this reputation in the quality of our services, and as such we demand excellent behavior.

Our work is based on credibility and trust. The nature of the sectors in which we work at StructurA can place our partners, managers, consultants and employees in situations in which ethical behavior is decisive. Therefore, all of us who are part of the company must constantly display upright behavior, with a high sense of responsibility within the company, which must also be reflected in our relationships with third parties outside of the company, including with customers, suppliers, public officials, financial institutions and the authorities in general.

With this aim, this Code of Ethics sets out the general guidelines for the behavior expected of all of us who provide our services in the different companies that together make up StructurA. All partners, managers, consultants and employees will receive a copy of it and we will assume a commitment to ensure compliance, with the management team having a special responsibility in its supervision and application.

Likewise, all StructurA business partners are expected to act in a manner consistent with this Code of Ethics. This Code lists a number of specific circumstances that partners, managers, consultants and employees may confront,

and they must use their judgment to apply the same principles in situations not covered by this Code, giving priority at all times to the values of StructurA, which are:

- ✓ Transparency
- ✓ Honesty
- ✓ Professionalism
- ✓ Responsibility
- ✓ Confidentiality
- ✓ Fair and equal treatment
- ✓ Free competition

2. Non-compliance with the standards of the Code of Ethical Conduct

The violation of any of the provisions that make up this Code of Ethics will be sanctioned according to their seriousness, and may be sanctioned with a reprimand, reduction of professional fees or salaries, fines or termination of employment with StructurA.

To resolve any possible violation of the Code of Ethics that may occur, the Board of Directors of the company will form a committee of three people not connected to the matter in question in order to analyze it and determine the measures to be taken.

3. Standards of Conduct

3.1 Honesty and Responsibility

- i. Act always in accordance with the general principles set out in this Code of Ethics, in accordance with the applicable legislation, with a sense of personal integrity and responsibility.
- ii. Never seek or obtain personal benefits over and above the interests of the company or at the expense of fulfilling the responsibilities that correspond to each member of StructurA.

- iii. Never take advantage of, divert or misuse the resources of the company for personal benefit.
- iv. Fulfill the functions and tasks entrusted to you with responsibility and professionalism.
- v. Understand, promote and enforce the Code of Ethics, and report any violation of this or any illegal conduct to your immediate superior, the Managing Partner or the Board of Directors.
- vi. Go to your immediate superior in the event you have doubts about an ethical issue relating to the performance of your duties.
- vii. No employee with a current employment relationship with StructurA may engage in any other professional activity that competes with the sector or activities of the company, or may collaborate in any way with companies that compete directly or indirectly with StructurA or its clients.

3.2 Fair Treatment, Equality of Opportunities and Non-Discrimination.

- i. Recognize the dignity of people, respect their freedom, their privacy, and value the identities and diversity of employees.
- ii. Avoid any act of harassment or discrimination based on race, gender, religious creed, age, different abilities, sexual orientation, political preference, nationality or any other reason.
- iii. Recruitment, promotion, compensation and, where applicable, termination of StructurA staff must be based on integrity, skill, knowledge, experience and work performance.
- iv. Ensure fair and equal treatment of all StructurA personnel.

3.3 Harassment.

- i. Harassment of any kind is not permitted, whether it be:
 - a. Verbal, through demeaning comments, jokes, defamation or false accusations, among others;
 - b. Physical, through unnecessary or offensive contact, or any display of physical violence;
 - c. Sexual, through innuendo, requests for favors, verbal or physical conduct of a sexual nature.
- ii. In no circumstances may the tolerance of or consent to harassment be taken as a basis for making decisions concerning employment or participation in projects of the company.
- iii. If any person in the company becomes a victim of harassment by a client, supplier, co-worker or superior, or by any other person who has any relationship with StructurA, they must immediately notify their immediate superior, the Managing Partner or the Board of Directors.
- iv. All partners, consultants and employees of StructurA are responsible for generating an environment free from acts of harassment.

3.4 Alcohol and Drugs

- i. The consumption of alcoholic beverages or the use of drugs within StructurA facilities is not permitted, nor may employees work under the effects of these stimulants.
- ii. In the case of social events held by the company or third parties connected to it, all employees must engage in moderate consumption of alcoholic beverages and the behavior expected of them.
- iii. It is prohibited for any employee to produce, consume, sell, distribute, buy or procure any type of illicit or narcotic drug.

3.5 Resources and Systems.

- i. It is the responsibility of the staff of StructurA to take care of and protect the company's assets, software, information and tools, both tangible and intangible, as well as to prevent their theft, misuse or waste.
- ii. It is prohibited to use the resources, systems or infrastructure of the company for personal purposes. These resources must always be used for the benefit of the company and in accordance with applicable legislation and regulations.
- iii. The use of StructurA assets, resources, systems, information and infrastructure in support of political campaigning is prohibited.
- iv. The telephone, electronic and computer systems of StructurA are for company purposes.
- v. Illegal or unlicensed programs or systems must not be downloaded to the company's computers.
- vi. All email communications by StructurA staff are company property. Email must be used with discretion when sending confidential information and at no time must it cause harm to or have the potential to adversely affect the image of the company.
- vii. Internet access must be used for work purposes. It is strictly prohibited to access or distribute pornography or offensive materials through the Internet or intranet.
- viii. Passwords for access to computer systems and equipment are confidential and personal, and under no circumstances should they be shared with other people, even if the person requesting the password holds a high position within the company.

3.6 Records and Reports.

- i. It is forbidden to distort accounting, tax or other records and/or data, or falsify operations, whether to simulate the fulfillment of goals or objectives or to obtain some personal benefit.
- ii. All data generated in financial records or in any other internal record of the company is confidential and must only be made available to duly authorized persons.
- iii. People who have access to the confidential information of StructurA, of clients or of any other company with which StructurA works, may not use it for their personal benefit or that of third parties, and must keep it strictly confidential for as long as it is not known to the general public.
- iv. Those partners, consultants or employees who carry out activities as professors, lecturers, columnists, writers, presenters or students, should refrain from using confidential material or information belonging to the company, and only use public information, unless authorized in writing to do so by the Board of Directors.

3.7 Use of Information.

- i. All employees and persons connected to the company must safeguard confidential, privileged or reserved information (collectively referred to as “confidential information”) belonging to StructurA, regarding its customers, suppliers, financial institutions and the general public. Confidential information means information that has been defined as such, or which, if disclosed, would cause injury or harm to the company, to any of its clients, or to associated or represented companies, or alternately would provide a competitive advantage for its possessor. The misuse and disclosure of such information will be considered a serious fault on the part of the person taking such action. To this end, all employees are obliged to strictly adhere to the “Confidentiality Clauses” that they sign when they enter employment.

- ii. Partners, directors, consultants, external advisors and employees should not comment on information pertaining to StructurA with people or entities external to the company.
- iii. Information about customers, suppliers or investors must be used solely and exclusively for the purpose for which it was collected.
- iv. The name, brand and logo of StructurA are the property of StructurA and should not be used for purposes other than the interests of the company.
- v. StructurA members and employees must respect the applicable domestic and foreign legislation regarding intellectual property.

3.8 Conflict of Interest.

- i. The partners, employees and collaborators of StructurA must refrain from acting when their personal interest interferes or could interfere with the interest of the company. If such a conflict arises, they must also inform the Managing Partner immediately. Among other circumstances, a conflict of interest is considered to apply when:
 - a. There is a family relationship between the partner or employee and the person with whom StructurA is going to enter into a business negotiation or a working relationship, or when that person controls the legal person with whom StructurA intends to establish a working relationship.
 - b. A position of influence or control over the evaluation of the performance or the remuneration of a person who is a direct relative or relative by marriage in any degree, or personal friend.
 - c. A partner or employee buys or sells personally or through a legal person through which he is connected to StructurA any good or service not established as a benefit, without prior authorization from the Managing Partner.
 - d. Confidential information is used to advise on the purchase or sale of products or services of StructurA in order to obtain a direct or indirect gain.

- e. Any benefit or remuneration accepted by persons or organizations that perform, or are expected to perform, commercial transactions with StructurA.
- f. Advice is provided to or business communication is engaged in with competing companies, save when for strategic reasons the Managing Partner or the Board of Directors provides instruction to do so.

3.9 Relationship with Suppliers and Clients.

- i. The information pertaining to customers and suppliers is confidential, so it is strictly forbidden to disclose information about them, except with their prior authorization.
- ii. In any case, suppliers must be selected impartially, based on criteria of quality, profitability and service. It is prohibited to assign sales, purchases or provision of services to acquaintances, family members or friends who do not comply with the aforementioned requirements and do not show themselves to be the best qualified for the work.
- iii. The partners, consultants and employees of StructurA must offer and demand fair and honest treatment in every transaction.
- iv. The partners, consultants and employees who provide services to StructurA's clients must offer them the highest possible quality of service, adhering at all times to the Code of Ethics, the company's regulations, official regulations and applicable legislation.
- v. Appropriate customer service must be provided prior to and following the sale or the provision of the service.

3.10 Gifts and Gratuities.

- i. Partners and employees of StructurA must refrain from accepting valuable gifts, in cash or in kind, travel, commissions or any other form of compensation from clients, suppliers, financial institutions, concession-holders, contractors, companies or persons with whom operations are carried out, when this seeks or appears to seek to exert some influence on the business decisions of the partners or employees of StructurA. Gifts that exceed a value of 40 official daily minimum wages in force in the Federal District will be considered “valuable”.
- ii. Any employee who receives a gift in cash or in kind, regardless of its amount, and offers an advantage of any kind to the person who provided it will be considered at serious fault.
- iii. If for reasons of courtesy in the business relationship a decision is made to accept a valuable gift, it will be passed to the company’s administrative department, which will decide its final destination.
- iv. StructurA employees and officials may not offer gifts, in cash or in kind, or travel, commissions or any other form of compensation if doing so implies putting pressure on the one receiving it in order to grant StructurA unfair advantages.
- v. The nature and value of institutional gifts will be determined by the Managing Partner, and their individual value will not exceed 40 official daily minimum wages in force in the Federal District, or the maximum amount determined by the applicable legislation in the case of public officials.

3.11 Advertising and Marketing.

- i. All advertising and marketing communication used by StructurA must be truthful, honest and transparent, and avoid at all times any perception of deception whatsoever regarding the nature of its products and the services it provides.

3.12 Relationships with Media Outlets.

- i. StructurA respects and values the activity of the media and media professionals.
- ii. No financial compensation or any other form of gratification will be offered as a means to obtain benefits or favorable treatment for our company or clients.
- iii. StructurA acts with transparency in its relationships with the media. It always offers reliable and verified information through its relevant department.
- iv.

3.13 Ethics in Operations with Political Institutions or Government Organizations.

- i. The requirements and observations of the authorities must be fully met, seeking to collaborate with efficiency and courtesy in the fulfillment of their mission.
- ii. All dealings, procedures and relationships engaged in by any official or employee representing StructurA with government agencies, whether domestic or foreign, must be carried out in accordance with the applicable laws, as well as good business practices upheld by ethical principles of conduct.
- iii. Any kind of gratuities that seek to corrupt any person by diverting their conduct from strict compliance with their obligations, including extortion and bribery, are prohibited.
- iv. It is forbidden to try to gain an advantage by using inappropriate or unethical methods.

- v. StructurA understands and performs lobbying activities as a necessary and opportune service in a Democratic State of Law, always based on the principles of legality and transparency.

3.14 Competition.

- i. StructurA must compete honestly and fairly, complying with all applicable laws and regulations in the locations where it engages in its activities.
- ii. StructurA will not participate in any agreement that seeks to limit the free action of market forces where it operates, and will not use improper means to improve its competitive position in those markets.
- iii. The partners, consultants and employees of StructurA who have contact with competitors or their representatives will maintain a professional attitude, in adherence to the principles and values of the company, and will always take appropriate care of their personal image and that of StructurA.
- iv. When there is contact with competitors, all efforts should be made to avoid discussing issues that could give rise to risks or contingencies for the company, or disturb the environment of free competition.

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Updating the Code of Ethics of
StructurA

Mexico City. December 2018.