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## ANTI-BRIBERY AND ANTICORRUPTION POLICY (ABC)

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## Anti-Bribery and Anticorruption Policy (ABC)

### OBJECTIVES

The objectives of the Anti-Bribery and Anticorruption Policy (ABC)<sup>1</sup> are the following:

1. To guarantee **INTEGRITY** in the operations carried out by Protección Dinámica, Agente de Seguros y de Fianzas, S.A. de C.V. (hereinafter **PRODISA**, the Company or the Society) with third parties, national or foreign, public or private, in strict compliance with the **Code of Ethics and Conduct** of the Company.
2. To ensure compliance with the Legislation on the fight against corruption, both nationally and internationally.
3. To avoid the materialization of any act of corruption or bribery both within the Company and in external commercial operations carried out by PRODISA.
4. To implement, or where appropriate, improve, mechanisms, internal controls and adequate procedures to prevent, detect and fight against corruption and bribery.
5. To create an organizational culture of **ZERO TOLERANCE TO BRIBERY AND CORRUPTION**, through the establishment of action criteria in the matter.

### AREA OF APPLICATION

The Anti-Bribery and Anticorruption Policy is mandatory for all persons who provide their services to PRODISA, directly or indirectly, whether they are part of the Board of Directors, officers, employees or advisors (hereinafter, **related subjects**), therefore its knowledge and understanding is essential in order to guarantee its due compliance. For this purpose, the aforementioned persons must state in writing and under oath to tell the truth that they know the content of this document, as well as bind themselves to its observance through their signature, either when taking a job in the Company, at the time of the execution of any contract with PRODISA, or when making any modification to the aforementioned contracts or to this Policy.

It is important to remark that all subjects related to the Company will also have the duty to cooperate in investigations into possible breaches of this Policy and other activities that, according to their powers, the Ethics Committee of the Company must carry out. Likewise, if necessary, they must collaborate with the competent authorities responsible for the investigation into the commission of possible administrative offenses or crimes.

The content of this Policy is widely disseminated to our clients, insurers, surety companies and the general public through the Company's website, to make PRODISA's commitment to business integrity and the fight against corruption transparent.

### LEGAL FRAMEWORK OF REFERENCE

The legal instruments on which this Policy is based are the following:

#### 1. National

- ⇒ Law of Administrative Responsibilities (LGRA).
- ⇒ Federal Law for the Prevention and Identification of Operations with Resources of Illicit Origin (LFPIORPI).
- ⇒ Federal Penal Code (CPF).
- ⇒ Code of Ethics and Conduct of PRODISA.

<sup>1</sup> The acronym ABC corresponds to the translation into English of the terms anti (Anti), soborno (Bribery) and corrupción (Corruption).

## 2. International

- ⇒ United States Foreign Corrupt Practices Act (FCPA).
- ⇒ United Nations Convention against Corruption.
- ⇒ Inter-American Convention on Corruption of the Organization of American States.
- ⇒ Convention for Combating Bribery of Foreign Public Officials in International Business Transactions of the Organization for Economic Co-operation and Development (OECD), hereinafter "OECD Convention".
- ⇒ Local Anti-Bribery and Anticorruption legislation of each of the countries in which PRODISA carries out commercial operations.

## DEFINITIONS

### Corruption

It consists of the abuse of power for personal gain<sup>2</sup>.

### Bribery

It consists of corrupting a person with money, gifts or favors to obtain something from them.

However, the **General Law of Administrative Responsibilities** considers it a serious administrative offense and in its article 66 regulates it in the following terms:

*"A person who promises, offers or delivers any undue benefit referred to in article 52 of this Law to one or several Public Officials, directly or through third parties, will incur a bribe in exchange for said Public Officials carrying out or refraining from performing an act related to their duties or those of another public official, or abuse their real or alleged influence for the purpose of obtaining or maintaining, for themselves or for a third party, a benefit or advantage, regardless of the acceptance or receipt of the benefit or the result obtained".*

### Bribery<sup>3</sup> according to various regulatory sources

#### General Law of Administrative Responsibilities

Article 52 of the aforementioned legal ordinance provides that:

*"The public official who demands, accepts, obtains or intends to obtain, by himself or through third parties, due to his functions, any benefit not included in his remuneration as a public official, which could consist of money, securities, movable or immovable property, including through disposal at a price notoriously lower than what is available in the market, donations, services, jobs and other undue benefits for himself or for his spouse, blood relatives civil relatives or for third parties with whom he has professional relationships, labor or business, or for partners or companies of which the public official or the persons referred to above form part. ...".*

#### Federal Penal Code

In accordance with sections I, II, III and the last paragraph of article 222:

*"They commit the crime of bribery:*

- I.- *The public official who by himself or through an intermediary person requests of illicitly receives for himself or for another, money or any benefit, or accepts a promise to do or fail to perform an act of his duties inherent to his employment, charge or commission;*

<sup>2</sup> Institutional website of the Ministry of Public Administration, available at: <https://www.gob.mx/sfp/documentos/definicion-de-corrupcion>

<sup>3</sup> Regardless of the source, BRIBERY is considered a serious administrative offense (LGRA) or a crime (CPF), depending on the applicable legal ordinance.

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- II.- *The one who gives, promises or delivers any benefit to any of the persons mentioned in article 212<sup>4</sup> of this Code, so that they do or omit an act related to their functions*
- III.- *The federal legislator who, in the exercise of his functions or powers and within the framework of the approval process of the respective expenditure budget, manages or requests:*
  - a) *The allocation of resources in favor of a public entity, demanding or obtaining, for himself or for a third party, a commission or consideration in money or in kind, different from the one that corresponds to him for the exercise of his assignment;*
  - b) *The granting of public works or service contracts in favor of what is related to the functions inherent to the employment, position or commission of the latter.*

*...“manage, request in the name or in behalf of the federal legislator the allocation of resources or granting of contracts referred to in subsections a) and b) of this article.  
...”*

Article 222 Bis of the legal system in question penalizes **BRIBERY OF FOREIGN PUBLIC OFFICIALS**<sup>5</sup>, in the following terms:

*“The penalties provided for in the previous article will be imposed on anyone who, with the purpose of obtaining or retaining for himself or another person, undue advantages in the development or conduct of international commercial transactions, offers, promises or gives, by himself or through an intermediary person, money or any other gift, whether in goods or services:*

- I. *To a foreign public official, for his benefit or that of a third party, so that said public official manages or refrains from managing the processing or resolution of matters related to the functions inherent to this employment, position or commission;*
  - II. *To a foreign public official, for his benefit or that of a third party, so that said public official manages the processing or resolution of any matter that is outside the scope of the functions inherent to his employment, position or commission; or*
  - III. *To any person to go before a foreign public servant and request or propose to carry out the processing or resolution of any matter related to the functions inherent to the latter's employment, position or commission.*
- ...”*

### OECD Convention

*“Bribery is defined as... the offering, promise or making an improper payment or other advantage, either directly or through an intermediary, to a public official for the benefit of himself or a third party, in order that that official acts or fails to act, in the performance of his official duties, for the purpose of obtaining or retaining business or any other improper advantage, in the conduct of international business”<sup>6</sup>.*

<sup>4</sup> NATIONAL PUBLIC OFFICIALS are considered to be Federal, Local, Municipal or Mexico City public employees who provide their services in the Executive, Legislative or Judicial Powers, as well as employees of the Autonomous Constitutional Bodies and State Productive Companies.

<sup>5</sup> For the purposes of this article, FOREIGN PUBLIC OFFICIAL is understood as any persons who holds a job, position or commission in the legislative, executive or judicial power, or in a public body at any order or level of government in a foreign State, whether appointed or elected. Any person in the exercise of a function for a public or state-owned authority, agency or company in a foreign country and any official or agent of an international public agency or organization.

<sup>6</sup> See: *Convention for Combating Bribery of Foreign Public Officials in International Business Transactions*, nota al pie, pág. 42.

## PERFORMANCE CRITERIA

The performance criteria to which the subjects related to the Company must adhere when carrying out their activities are the following:

### Relationship with Public Officials or Employees

Relationships with public officials or employees of both national and foreign authorities<sup>7</sup> shall be transparent, upright, ethical, respectful and in accordance with the law.

For no reason may compensation, bonuses, benefits, gifts of any kind will be promised, offered or delivered, either directly or through intermediaries, to public officials or employees for the purpose of exercising their functions, may grant any benefit, advantage or personal privilege or in favor of third parties that have a relationship with them (whether the resources used are their own, of a third party or of the Company), in exchange for influencing them to act or stop acting, in the performance of their official duties, in order to obtain an undue advantage or gain.

Subjects related to PRODISA are also prohibited from covering up or acting as accomplices in acts of bribery or corruption of public officials or employees of national or foreign authorities.

### Facilitation or Processing Payments

Their objective is to expedite the carrying out of procedures or the provision of public services through the offer, promise or delivery of economic benefits or in kind in favor of public officials or employees, acts that constitute bribery, which is why they are prohibited.

Excluded from the foregoing prohibition are payments of taxes, rights or other contributions that must be covered for the provision of procedures or public services, provided that they are established in the applicable Laws of each country in which the Company carries out procedures or commercial operations.

### Relationship with Business Partners

PRODISA is committed to strict compliance with both national and international Anti-Bribery and Anticorruption Laws, so it will only maintain business relationships with people and companies that share the same commitment. Therefore, their business partners (insurers, surety companies, service providers, advisors, consultants, representatives, suppliers or others) are prohibited from committing or covering up acts of bribery or corruption.

It is important to mention that relationships with our business partners will always be transparent, legal, kind and respectful.

### Business Courtesies

Gifts, promotional items, meals, shows, as well as any other benefit that has the exclusive purpose of commercial promotion and the strengthening of commercial and/or business relationships with customers or business partners are considered as such.

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<sup>7</sup> Pursuant to article 3, sections X and XI of the LGRA, NATIONAL AUTHORITIES are considered to be the Legislative and Judicial Powers, the autonomous constitutional bodies, the agencies, entities of the Federal Public Administration and their counterparts in the states, municipalities and city halls of Mexico City and its agencies and entities, the Office of the Attorney General of the Republic and the local prosecutors or attorneys, the jurisdictional bodies that are not part of the judicial powers, the productive companies of the State, as well as any other entity on which any of the aforementioned powers and public bodies of the three levels of government have control, as well as decentralized public bodies, companies with majority state participating and public trusts that have the character of parastatal entity referred to in articles 3, 45, 46 and 47 of the Organic Law of the Federal Public Administration and its correlatives in the states and municipalities.

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The subjects related to the Company may give or receive business courtesies to clients or business partners only for the purposes established in the previous paragraph.

Business courtesies must be granted sporadically, transparently and with the prior authorization of the CEO, and their cost must be recorded in the Company's accounting, which must be minimal, appropriate and reasonable. It is important to mention that the documentary support of said disbursements must always be collected and preserved.

Additionally, for the granting of business courtesies, the provisions of the local Anti-Bribery and Anticorruption legislation of the recipients' country will be followed.

### Donations

The donations<sup>8</sup> that PRODISA makes to charitable institutions, foundations, associations, non-governmental organizations or any other non-profit organization will always be legal since their objective is merely philanthropic and tends to support educational, sports or vulnerable social groups.

The donations in question must be registered in the Company's accounts and must be duly identified and documented.

### Accounting books and records

The Company must take the necessary measures, within the framework of the applicable national Laws and Regulations, to keep its accounting books and records transparent, clear, orderly and documented, avoiding at all times any conduct tending to falsification, concealment of bribes or payments, establishment of unregistered accounts, maintenance of double accounting, improperly identified transactions, record of non-existent expenses, record of charges with incorrect identification of their object, use of false documents, money laundering or financing of terrorism, as well as the commission of any crime of a patrimonial nature.

### Audit

The systems, processes and controls implemented in tax and accounting matters are periodically supervised through internal audits to ensure compliance with the legal regulations on the matter, as well as compliance with this Policy.

Additionally, external audits are carried out periodically for the same purposes.

## DISCIPLINARY ACTIONS FOR BREACHES OF THE ABC POLICY

The Ethics Committee of the Company will be the body empowered to monitor compliance with this Policy, as well as to impose the corresponding disciplinary actions for violations of its provisions, in accordance to the provisions of PRODISA's **Code of Ethics and Conduct**.

Likewise, the aforementioned Committee will be responsible for giving notice to the Legal Representative of the Company so that the pertinent complaints can be made before the competent Authorities in the event that it is concluded that there is a possible commission of a serious administrative offense or a crime to charge of any subject related to the Company.

It is important to mention that actions contrary to the Policy in question will be considered **serious** breaches of a labor nature, which may result in the application, at the discretion of the Ethics Committee, of any of the following **disciplinary actions**:

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<sup>8</sup> A donation exists when an individual or an entity transfers their assets (movable or immovable) to another. In accordance with article 2332 of the Federal Civil Code, the Donation is a contract by which one person transfers to another, free of charge, part or all of their current assets.

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- Temporary suspension without pay
- Termination of the employment relationship

It is also mentioned that PRODISA, additionally, may demand the payment of the damages that any of the related subjects could cause due to their illegal action.

## ENTRY INTO FORCE

This Policy will entry into force from the day after its publication on the Company's intranet and website.

## APPROVAL BY THE BOARD OF DIRECTORS

This Policy as **unanimously** approved by the Board of Directors of Protección Dinámica, Agente de Seguros y de Fianzas, S.A. de C.V., on December 30, 2020 as recorded in the minutes of the meeting held for this purpose, which is kept in the files of the Company.

## KNOWLEDGE OF THE POLICY AND COMMITMENT TO COMPLIANCE

I declare, **under oath to tell the truth**, that I know and understand the content of this Policy, as well as that I will comply with the provisions set forth therein, in my capacity as \_\_\_\_\_.

Mexico City, on \_\_\_\_\_ de 202\_\_.

\_\_\_\_\_

Full name

\_\_\_\_\_

Employee number  
(if any)

\_\_\_\_\_

Signature

Last review and update: April, 2022.

This translation is a courtesy only. Should any controversy arise, only the terms of the Spanish version will be legally valid.