



## **Annex 1**

Functions manual and responsibilities of decision, execution and compliance bodies: (i) The Management Board (ii) The Business Integrity Committee, (iii) The Legal Representative (iv) The Meeting of Partners and (v) The General Shareholders Meeting:

### **General Shareholders Meeting:**

- Appoint members of the Management Board.

### **Meeting of Partners:**

- Appoint members of the Management Board.

### **Management Board:**

- Delegate to the Business Integrity Committee the receiving and evaluation of compliance reports the Compliance Officer will submit related to risk situation in the Company and with the implementation and execution of the Program.
- Delegate to Business Integrity Committee the análisis of investigations, findings and risks of cases under suspicion of corruption acts and foreign bribery and the imposition of sanctions and/or necessary preventive and corrective actions.
- Present effective, efficient and timely support to the Business Integrity Committee and to the Compliance Officer for the exercise of his duties regarding the Program.
- Designate, remove and evaluate the Compliance Officer.



### **Business Integrity Committee:**

- Assume a compromise focused to Foreign Bribery prevention as well as any other corrupt practice in such a way that Legal person can conduct his business in an ethic, transparent and honest way.
- Initiate and approve the Business Ethics Program and any change to it including new procedures derived from detection of possible corruption acts risks in the opening of new operations or jurisdictions.
- Supervise the compliance of the Business Ethics Program.
- Guarantee the provision of economic, human and technological resources required by the Compliance Officer for the fulfillment of his task.
- Lead an appropriate communication strategy in order to guarantee the effective disclosure of the Compliance Policies and of the Business Ethics Program for employees, partners, contractors and citizens in general.
- Disclose internally and externally the compromise related to prevention of Foreign Bribery and any other corrupt practice.
- Initiate the appropriate mechanisms to communicate to partners, managers and employees in a clear and simple way the consequences of the infringement of the Business Ethics Program by a Legal Person.
- Analyze investigations, findings and risks of cases under suspicion of corruption acts and foreign bribery and the imposition of sanctions and/or required preventive and corrective actions.
- Organize the relevant measures against managers and partners with management functions and administration in the legal person when any of them infringes the provisions of the Business Ethics Program.
- Receive and evaluate the quarterly report that the Compliance Officer will submit regarding the risk situation of the company and the implementation and execution of the Business Ethics Program.



- Organize the presentation of reports to corresponding authorities in case of violation to Business Ethics Program and/or anti-corruption provisions.

**Legal Representative:**

- Ensure the compliance of the Business Ethics Program.
- Disclose the existence of the Business Ethics Program and the Principles Code, duties and restrictions to employees, contractors and others associated to the Company.
- Adopt and implement actions established by the Business Integrity Committee regarding possible violations of the Business Ethics Program including initiations of legal actions.
- Authorize and provide required resources for the appropriate implementation and compliance of the Business Ethics Program. After Compliance Officer or Business Integrity Committee requests integrate the required personnel enter into the required contracts with external advisors and carry out audits in order to fulfill the purposes of the Business Ethics Program.
- Continually support the Business Integrity Committee and the Compliance Officer in all functions demanded by the Program.