

Version	Effective Date	Prepared by:	Reviewed by:	Approved by:
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**I. PURPOSE**

The purpose of this Policy is to establish the regulations regarding prevention of Conflicts of Interests which the company's Employees may have, with the ultimate aim of ensuring transparency, integrity and respect for the rules and the timely and appropriate management of situations that could lead to a Conflict of Interest.

**2. SCOPE AND APPLICATION**

Inkia Energy Group companies are required to implement and comply with all applicable policies and guidelines.

Furthermore, contractors of the group companies are required to uphold the same spirit and intent of such policies and guidelines, by applying the provisions that correspond to them according to their contract.

WORD	DEFINITION
Employee	It includes directors, managers, officers or employees who are part of Inkia Energy or any of its subsidiaries.
Conflict of Interests	A situation where business, financial, family, political or personal interests could interfere with the Employees' judgment in the performance of their duties towards the company.
True Conflict of Interest	When a Conflict of Interest occurs.
Apparent Conflict of Interest	It seems that an Employee's personal interests may unduly influence his/her decision. Even if this is not the case, it may cause misperceptions or suspicions, damaging his/her image.
Potential Conflict of Interest	When an Employee has personal interests or situations that may, in the future, give rise to a true conflict of interest.
Public Official	A person holding a legislative, administrative or judicial office, by appointment, election or as successor, or any person exercising a public function, including for a public agency or

	<p>corporation, or any officer or agent of a local or international public organization, or any candidate for public office.</p> <p>The word Public Official, governmental authority or elected or appointed government officials includes but is not limited to the following cases:</p> <ol style="list-style-type: none"> <li>1. Any officer, official or employee of any government entity, department or agency (whether foreign, national, federal, state, municipal, local or tribal) and of any branch or power of the state (executive, legislative or judicial).</li> <li>2. Any officer or employee of regulatory commissions, supervisory bodies and/or any other institution or entity that exercises supervision over the company.</li> <li>3. Any employee of a business, school, hospital or other state-owned or government-owned or government-owned entity.</li> <li>4. Any political party or official, official spokesperson, officer, representative or employee thereof.</li> <li>5. Any candidate for public office.</li> <li>6. Officials, officers or employees of a public international organization or any body or agency thereof (e.g., the United Nations, the Olympic Committee, the FIFA Committee or the World Bank).</li> <li>7. Any person acting in an official capacity or on behalf of a government entity.</li> <li>8. Union Leaders and Representatives should be treated as Public Officials regardless of whether they are considered as such by the laws of the corresponding jurisdiction.</li> </ol>
<p>Interaction with Public Officials</p>	<p>Any action taken by an Employee on behalf of or in representation of the company aimed at obtaining some action or decision by a Public Official.</p>
<p>Relative</p>	<p>Any person with whom the Employee is related.</p>
<p>Positions with Exposure to Compliance Risks (PERC)</p>	<p>These are positions in which an Employee meets at least one of the following criteria:</p> <ul style="list-style-type: none"> <li>• Represents externally the company acting on its behalf being able to assume commitments and make decisions.</li> <li>• Has the authority to make commitments on behalf of the company. <i>Commitments mean to enter into contracts, take obligations, social commitments, commitments in kind, contributions).</i></li> <li>• Authorizes contracting, supervises or administers activities with Business Partners.</li> </ul>

	<p><i>Administration means authorizing, approving, negotiating or requesting services, payments or information relevant to the relationship with the Business Partner.</i></p> <ul style="list-style-type: none"> <li>• Has decision-making power in the disposition, use and allocation of the company's funds, services, assets or money of the company.</li> <li>• Interacts with Public Officials.</li> <li>• Handles or has access to sensitive and/or confidential information of the company of Level 3 as set forth in the T - 05 Information Storage Policy.</li> <li>• Travels to foreign countries to attend business on behalf of the company.</li> </ul> <p>Note: Internal personnel who have a Technical Relationship with the company are not considered as positions exposed to with High Compliance Risks. They perform routine payments, procedures or formalities in public agencies and do not have negotiating power, decision or the capacity to commit the company in agreements.</p>
<p>Close Persons</p>	<p>(i) Any person sharing the Employee's home, other than domestic employees or tenants. (ii) Relatives other than those included within the second degree of consanguinity and affinity, close friends or other personal relationships (such as godparents, godchildren, guardians, tutors, guardians, among others) that could create a situation of True or Apparent Conflict of Interest in the performance of their duties in the company.</p>
<p>Suppliers</p>	<p>Persons and institutions with which the company has commercial, contractual or business ties and includes, in a broad sense, contractors, providers of goods and/or services, consultants, subcontractors, advisors, agents, distributors, business partners, etc.</p>
<p>Supervision Relationship</p>	<p>A person with whom there is a direct or indirect hierarchical relationship, or when subordinate to the same supervisor.</p>
<p>Business Partner</p>	<p>It includes, but is not limited to, customers, consumers, "business alliances", business alliance partners, consortium members, suppliers, contractors, consultants, subcontractors, vendors, advisors, agents, distributors, representatives, intermediaries and investors.</p>
<p>Immediate Supervisor</p>	<p>A person to whom the Employee reports and coordinates directly his/her activities of a superior hierarchical level in the organization.</p>

## 4. POLICY STATEMENT

### 4.1 Conflict of Interest

A Conflict of Interest arises when, in the performance of an Employee's duties or responsibilities, his or her decisions may be influenced by personal, family, financial or any other type of situation. Inkia Energy requires its Employees to avoid any conflict between their personal interests and the interests of the company in the performance of their duties and in dealing with Suppliers, customers, Public Officials or any organization or person seeking or having a commercial, contractual or business relationship with Inkia Energy.

### 4.2 General Principles

In line with the best practices of good corporate governance, this Policy and Inkia Energy's strategy for the prevention and management of Conflicts of Interest are based on the following general principles:

- *Transparency and truthfulness of the information on Conflicts of Interest.* Inkia Energy will ensure at all times that all information relating to Conflicts of Interest that is disclosed to its shareholders and investors, to the authorities or regulatory or supervisory bodies and to the markets in general, is governed by the principles of transparency, clarity, truthfulness and accuracy of information.
- *Impartiality and professionalism.* Inkia Energy and the persons subject to this Policy will ensure that their professional actions are at all times impartial and objective, especially in the context of transactions that may involve a Potential Conflict of Interest.
- *Equal treatment and non-discrimination.* Within the framework of the prevention of possible Conflicts of Interest, equal treatment of all shareholders and interested parties in the same position is promoted and guaranteed, without prejudice to the safeguarding of the corporate interest in the event of any situation of Conflict of Interest.
- *Compliance with current legislation, corporate policies and governance and assumption of the recommendations, principles and best practices of good governance.* In application of this principle, this Policy respects at all times the Law in force, the corporate governance and internal rules of Inkia Energy, as well as the recommendations, principles and best practices of good governance adopted in this area.

### 4.3 General Guidelines

Any activity or situation that could result in any type of Conflict of Interest is prohibited, including, but not limited to, the following cases:

- Taking advantage of business opportunities for personal benefit, arising, directly or indirectly, as a result of our work or professional activity in Inkia Energy.

- Taking advantage of our position in Inkia Energy and the knowledge obtained from our work to use it for personal benefit, or for the benefit of Relatives, Close Persons or Third Parties.
- Taking advantage of our decision-making powers to manage or approve business on behalf of Inkia Energy for personal benefit, or for the benefit of relatives, close associates or third parties.
- Using the assets, as well as confidential or strategic information of Inkia Energy for personal benefit, or for the benefit of Relatives, Close Persons or Third Parties.
- Using privileged information for purposes other than business purposes for personal benefit, or for the benefit of Relatives, Close Persons or third parties.
- Competing, directly or indirectly, with Inkia Energy.
- Directly or indirectly being suppliers of companies that maintain any type of business relationship with Inkia Energy.
- Influencing third parties or be influenced by third parties to the detriment of Inkia Energy's interests or for the personal benefit of Inkia Energy, Relatives, Close Persons or Third Parties.
- Accepting employment or any type of business or contractual relationship with a Business Partner with which Inkia Energy has a business relationship.
- Having a direct or indirect personal interest in any company or entity that has business or business projects with Inkia Energy.
- Influencing third parties or be influenced by third parties to the detriment of Inkia Energy's interests.

#### **4.4. Specific Guidelines**

In those situations as described in this paragraph or any other situation that may become a True, Apparent or Potential Conflict of Interest, they must be expressly and timely declared in the Declaration of Conflict of Interests. The company will take the necessary measures in accordance with its internal regulations and principles to address Conflicts of Interest.

##### 4.4.1. Kinship

It is prohibited to hire relatives of first or second degree of consanguinity and affinity (see Annex), and spouses in positions where there is a hierarchical relationship, direct or indirect, or who are subordinate to the same immediate superior.

In addition, in order to reduce the possibility of a potential Conflict of Interest, the hiring of relatives other than those mentioned in the previous paragraph should be avoided. Recruiting of a person in this condition must be approved by the OpCo CEO with the written opinion of the Head of Human Resources of the OpCo, the Manager or person in charge of the hiring area and the person in charge of Ethics and Compliance of the OpCo. The above also applies to persons who do not have the degree of consanguinity or affinity already defined and have a sentimental relationship.

##### 4.4.2. Marriage / Cohabitation between Employees

In the event that two Employees decide to get married or start a cohabitation, the areas involved in coordination with the Human Resources Area of OpCo will define the most convenient way

to transfer one of the two Employees to a different area without changing their current working conditions, provided that:

- The two Employees work in the same area.
- There is a supervisory relationship in direct functional line between the employees.
- Due to the scope of responsibilities of one of the positions involved, the established relationship may generate a Conflict of Interest.

#### 4.4.3. Duty of Non-Concurrence and Investments

No Employee or his/her spouse must have any investment, be a shareholder or have any kind of interest in companies or institutions that are competitors, Business Partners or that have a business relationship with Inkia Energy, through the participation in its shareholding that allows him/her to have power of management over them.

Furthermore, Employees or their spouses may not operate, manage, form part of, control, provide services or be in a relationship of dependence, as employees, advisors, directors, officers, partners, agents, associates or principals, with respect to the companies referred to in the preceding paragraph.

No employee or his or her spouse may use privileged or confidential information of the company to make investment decisions for personal benefit, or for the benefit of Relatives, Close Persons or Third Parties.

#### 4.4.4. Operations with Third Parties (Business Partners and Competitors)

Employees who are responsible for managing, recommending or approving at the intermediate or final stage an acquisition or sale of goods, the contracting or rendering of services, the granting of credit and/or special discounts to customers, or any type of transaction with Business Partners or competitors, are prohibited from making decisions or carrying out such transactions with the intention of generating any personal benefit, of Relatives, Close Persons, third parties or to the detriment of what is best for the company.

Therefore, they must comply with the following provision:

If between the Employee and the counterparty, there is any person considered a Relative or Close Person, or if there is a significant proprietary interest in the third party business and/or decision-making capacity in the same, the Immediate Supervisor must be informed, who must make an objective analysis of the case, and the Employee shall refrain from taking any decision.

#### 4.4.5. Exclusive Dedication

Inkia Energy requires its Employees to devote their time and effort during their working hours, committing themselves to the performance of their duties. Therefore, they may not perform activities that interfere or conflict, directly or indirectly, with their duties and activities in the company.

It is forbidden to carry out any type of activity or personal business, participate in any other activity of non-for-profit organizations (for example: being an owner, partner, director, consultant or advisor of other companies) as long as:

- It is carried out within working hours.
- Affects the company's interests.
- Interferes with your performance or the development of your functions.
- It is carried out using company resources.
- It is carried out in the company's facilities.

Any additional work activity of the employee must be expressly set forth in the Declaration of Conflict of Interest.

When an Employee is engaged in teaching or giving academic lectures, he/she must follow these guidelines and take into account that it is not allowed to share, disclose and/or provide confidential and/or privileged information of the company. In addition, you must have the authorization of your Immediate Supervisor by means of a Conflict of Interest Statement prior to engaging in teaching activities.

For this purpose, the following information must be included:

- Name of the company or educational organization.
- Date of appointment or start of activities.
- Nature of the business or activity.

#### **4.4.6. Participation in non-for-profit organizations.**

Notwithstanding the above, Inkia Energy promotes the active and constructive participation of Employees in non-for-profit organizations, professional, trade or civic organizations when:

- The company makes donations or social responsibility programs to non-profit institutions and nominates one of its officers as the contact person for the institution to which the contribution is made. This contact should maintain close liaison with the institution in order to increase the effectiveness of the contribution and be in a position to determine the appropriateness of continuing the contribution.
- The Collaborator provides cooperation to industry associations, chambers of commerce and other similar organizations related in some way to the institutional life of the Company.

#### **4.5. Conflict of Interest Report**

All Employees must complete the Declaration of Conflict of Interest at the time of recruiting and updating it periodically in accordance with the Guidelines of the Declaration of Conflict of Interest - Document No.: Inkia Energy - P -03-01.

If, during the course of the employment relationship, the Employee finds himself/herself in a true and/or potential situation involving a Conflict of Interest or that could be perceived as such, or becomes aware of a Conflict of Interest involving him/her together with other Employees, he/she shall inform this through the Declaration of Conflict of Interest submitted in accordance with the provisions of the Guidelines of the Declaration of Conflict of Interest (Document No.: Inkia Energy - P -03-01).

## 5. RESPONSIBILITIES

### Employees

- All employees, regardless of their hierarchical level in the company, are responsible for compliance with the Conflict of Interest Policy and for reporting any violations thereof.
- Employees who have questions about whether a situation constitutes a True, Apparent or Potential Conflict of Interest should contact their direct supervisor, Human Resources, Legal, Ethics and Compliance or use the Ethics Hotline.
- Complete the Declaration of Conflict of Interest at the time of recruitment or when required to do so by the areas responsible for compliance with this policy.
- Complete the Declaration of Conflict of Interest as soon as new or previously undeclared situations are identified.

### Managers and Supervisors

They are responsible for the following duties:

- Explain this policy to their employees and answering questions as necessary.
- Properly document any Conflicts of Interest reported to them.
- Ensure that the personnel under their control complies with signing the Declaration of Conflict of Interest at the indicated opportunities.
- Review and approve the Declaration of Conflict of Interest signed by their subordinates.
- Define mitigation actions for identified Conflicts of Interest.
- Promptly report to the Ethics and Compliance Area about the knowledge of the identified Conflicts of Interest.

### Ethics and Compliance Area

It is the area that administers this policy and is responsible for:

- Updating its content when necessary.
- Communicating and disseminating updates, changes, exceptions and any other matter related to it.
- Referring and clarifying any doubts or comments on the Policy.
- Reviewing and approving the corresponding Declaration of Conflict of Interest.
- Participating in the definition of actions to mitigate identified Conflicts of Interest.

## 6. CONTROL AND COMPLIANCE

Compliance with this Policy is mandatory. All Inkia Energy personnel must understand their role and responsibility in relation to this Policy.



Any case must be reported by the Employee, reviewed and duly approved, all information must be documented, recorded and filed.

OpCo managers and supervisors should manage the information provided by Employees in the statements to identify opportunities for improvement of the company's internal processes.

**7. CONSEQUENCES OF NON-COMPLIANCE**

Deviations and non-compliance with this policy may result in disciplinary measures, which, if applied, will serve as an educational component of our organizational culture.

Disciplinary measures must be fair, reasonable and proportional to the offense committed, respecting the corresponding legal framework and the company's legal rules.

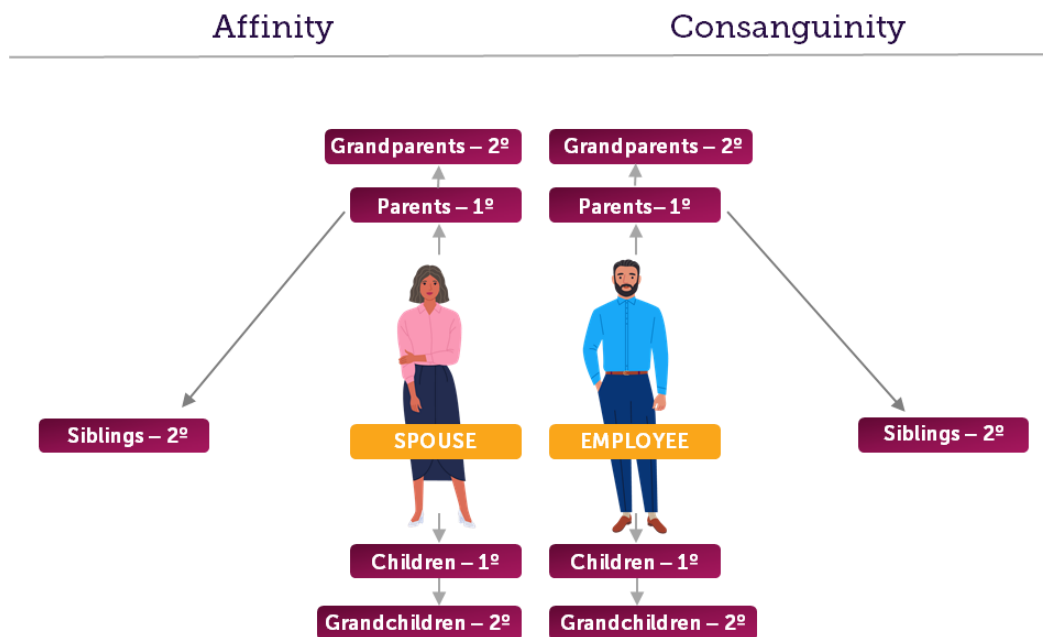
**8. EXCEPTIONS**

Any exceptions to this policy must be dealt with on a case-by-case basis and must be duly supported by the CEO of the OpCo, and approved by the BU CEO and the Corporate Director of Ethics and Compliance.

**9. ANNEXES**

**9.1 Annex 1**

**Degrees of Kinship**



<b>CHANGE CONTROL</b>			
<b>Edition</b>	<b>Date</b>	<b>Description</b>	<b>Updated by</b>
1	04/22/2019	Initial document	Ximena Corbetto and Romulo Yarleque
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