



[vortix.com](http://vortix.com)

707 Broadway Suite 1700, San Diego, CA 92101



# **CORPORATE ANTI-BRIBERY AND CORRUPTION POLICY**

VORTIX Group - 707 Broadway, Suite 1700 - San Diego, CA 92101 (619) 662-6049 - Fax: (619) 557-0119

Document Name: CORPORATE ANTI BRIBERY AND CORRUPTION POLICY V.3

Initial Release: March 15, 2019  
Revised: Manuel Acevedo

## CORPORATE ANTI-BRIBERY AND CORRUPTION POLICY

### Revision Control History

VERSION	REVISION DATE	SUMMARY OF CHANGES MADE	CHANGES MADE BY	APPROVED
1.0	June 2019	Initial Document Creation	Manuel Acevedo	Board of Directors
2.0	August 2020	Annual review and some general clarifications and corrections were made	Manuel Acevedo	Board of Directors
3.0	December 2021	Annual review and adjustments to comply with the Independent Review's recommendations	Manuel Acevedo	Board of Directors
4.0	October, 2022	Annual review and adjustments to comply with the Independent Review's recommendations	Manuel Acevedo	Board of Directors

The information contained in this Corporate Anti-Bribery and Corruption Policy is the property of **VORTIX Group** (hereinafter "**VORTIX**"). The information and the document itself may not be used without the express authorization of **VORTIX**.

Any unauthorized use or disclosure may be unlawful. **VORTIX** aims for continual compliance improvement and reserves the right to alter this Manual at any time as law and regulations evolve.

If this document is disclosed by error, please return it to **VORTIX**.

## STATEMENTS

Written and designed by  
Manuel Acevedo

Content By  
VORTIX Board of Directors

VORTIX, 707 Broadway, Suite 1700, San Diego, CA 92101

### Notice

This document is provided for the exclusive use of **VORTIX** personnel. Reproduction or use of any part of this document, without express written permission from **VORTIX**, is prohibited.

### Conditions on Which This Document is Provided to Recipient

By accepting or using this document provided by **VORTIX**, the recipient agrees to the following terms and conditions:

### Proprietary Information

This document contains confidential information constituting trade secrets of **VORTIX**. This document is directed solely to enable the recipient to properly follow procedures related to the recipient's job, and the recipient shall not use this document for any other purpose. The recipient shall not provide this document to any third party other than **VORTIX**. The recipient shall not reproduce this document (or any part thereof) without **VORTIX's** prior written consent. At the termination of the recipient's employment with **VORTIX**, and if a copy has been saved, the recipient shall return it or delete the file, as appropriate. The recipient shall take reasonable steps to ensure that any direct-report employees comply with the foregoing restrictions.

### Release and Limitation of Liability

The recipient releases **VORTIX** from all demands, actions, losses, costs, expenses, damages, liabilities, penalties, and other claims in connection with this document. In no event will **VORTIX** have any liability to the recipient or any third party for incidental, special, consequential, or any other damages in connection with this document.

### Disclaimer of Warranties

**VORTIX** does not make additional warranties to those arising from a particular negotiation, performance, or commercial use, therefore no implied liability or warranty is held, including but not limited to warranties of commerce or suitability for a particular purpose, or as to the commission of any infringement, with respect to this document. In addition, **VORTIX** does not warrant that this document will be free from errors, will meet the recipient's needs, or will be provided on an uninterrupted basis.

## CORPORATE ANTI-BRIBERY AND CORRUPTION POLICY

### Table of contents

STATEMENT FROM OUR PRESIDENT/CEO	7
1. SPECIFIC CONTROLS	8
a) Guidelines on gifts and invitations offered to VORTIX's employees and Senior Management	8
b) Guidelines on clients, vendors, and business partners' actions	8
c) Whistle-blowing channel (Ethics Line)	8
d) Training	8
2. SCOPE OF APPLICATION	9
3. OBJECTIVE	9
4. COMPLIANCE DEPARTMENT	11
5. ELEMENTS OF THE CORPORATE ANTI-BRIBERY AND CORRUPTION POLICY	12
5.1 Guidelines on gifts and invitations offered to public officials	12
5.1.1 Applicability of the exceptions set out in the Corporate General Code of Conduct	12
5.1.2 Registry of Gifts and Invitations Offered to Public Officials	13
5.1.3 Facilitation Payments	14
5.2 Guidelines regarding clients, vendors, and business partners	14
a) Due Diligence Processes Guidelines	15
b) Registry of clients, vendors, brokers, and partners	15
c) Communication from the Business Departments to the Compliance Department	15
d) Payments controls	16
e) Due Diligence Processes after signing the contract with a third party	16
f) Accounting Controls	17
5.3 Guidelines regarding gifts and invitations offered to VORTIX employees	17
5.3.1 Exceptions	17
5.3.2 Guidelines	18
5.3.3 Invitations to fairs/expos or seminars	19
5.3.4 Tickets for sporting, recreational and cultural events	19
5.3.5 Employees participation as trainer/teacher	20
5.4 Ethics Line	20
5.5 Training	21
5.5.1 Training scope	21
6. AUDIT AND/OR REVIEWS	23
7. ENTERPRISE-WIDE RISK ASSESSMENT	23
8. NON-COMPLIANCE WITH THIS POLICY	24
9. OWNERSHIP AND INTERPRETATION OF THE POLICY	24
10. NON-RETALIATION STATEMENT	25

## CORPORATE ANTI-BRIBERY AND CORRUPTION POLICY

This document establishes the general measures and criteria for the fulfillment of the Corporate Anti-Bribery and Corruption Policy.

### STATEMENT FROM OUR PRESIDENT/CEO

To All **VORTIX Group** and the Affiliated Entities Employees:

As Chief Executive Officer of **VORTIX Group**, I am personally committed to ensuring and maintaining the highest ethical standards of integrity by which all affiliated entities and colleagues within the **VORTIX Group** (hereinafter “**VORTIX**”) carry out our business.

**VORTIX** maintains a strong and determined commitment to the fight against any form of corruption, whether in the public or private sector.

To underscore this commitment, **VORTIX** has developed this Anti-Bribery and Corruption Policy, which establishes the core elements that must be complied with, regarding the prevention of corruption and bribery. This policy is applicable to all **VORTIX** employees as well as the members of the Board of Directors and any contractor/vendor that does business on our behalf.

The elements of corruption prevention established in this Policy are aimed at mitigating and preventing the risks of corruption and bribery within **VORTIX**.

I am pleased to support and endorse the **VORTIX** Anti-Bribery and Corruption Policy framework. As such, I ask that you please read this policy in its entirety and be sure to address any questions or concerns either to me or to the Compliance Department.

Signed,

Arian Jaff Bosdet

## 1. SPECIFIC CONTROLS.

### a) Guidelines on gifts and invitations offered to VORTIX's employees and Senior Management.

Conduct guidelines that must be fulfilled in connection with promising, offering, giving, solicitation, or receiving gifts and invitations extended to **VORTIX** employees and Senior Management by third parties (clients, vendors, business partners, etc.) provided for in **SECTION VI. Corruption Behaviors of the General Code of Conduct** (hereinafter Code).

### b) Guidelines on clients, vendors, and business partners' actions.

Control and prevention measures related to third parties (clients, vendors, and business partners) with which **VORTIX** has relationships:

- Anti-bribery and corruption clauses
- Payments controls
- Accounting controls

### c) Whistle-blowing channel (Ethics Line)

It is the confidential mechanism through which employees, ex-employees, Clients, vendors, and providers can notify through the Ethics Line of non-compliance with this Policy. The Compliance Department, through the Chief Legal and Compliance Officer, will report any potential violations of this ABC policy to the Board of Directors.

### d) Training

All employees (compliance, business, logistics, operations, accounting, etc.) and Senior Management must comply with mandatory annual training regarding corruption and bribery prevention, which will cover the main warning signs, as well as the criteria for avoiding inappropriate behaviors by **VORTIX's** employees and staff.

Anti-bribery and corruption training also should be provided to any third party to which specific compliance activities subject to this matter have been outsourced, as well as to non-employed workers (contractors/consultants) as appropriate.



The Compliance Department and any other Department should receive targeted training as needed, according to their own specific roles and responsibilities on anti-bribery and corruption.

## 2. SCOPE OF APPLICATION.

This Policy is mandatory for all the affiliated entities and employees of **VORTIX**, as well as the Board of Directors, and any vendor that does business on behalf of **VORTIX**.

## 3. OBJECTIVE.

The goal of this Policy is to establish the guidelines for the prevention of corruption and bribery, including the prohibition against falsification of books, records, and IT programs at **VORTIX**. In addition, it is to assign roles and responsibilities and establish certain elements for their governance.

This Policy must be applied by considering the provisions of the Code and any other applicable policies or procedures.

In addition, this Policy constitutes an essential element of the implementation of **VORTIX's** Anti-Bribery and Corruption Program and reinforces the commitment to the complete and absolute rejection of corrupt practices ("zero tolerance").

This Policy also covers all transactions, products, and services offered by **VORTIX**, including those that involve state-owned or state-controlled entities and public officials, and the corruption risks associated with gifts and hospitality, hiring/internships, charitable donations, and political contributions.

Special considerations/evaluations should be implemented due to changes in the business activity that for any reason may materially increase **VORTIX's** corruption risk.

For the purposes of this Policy, the following definitions should be taken into account:

**Corruption:** Corruption is the illegal act/activity by which an individual offers, delivers, requests, or accepts directly or indirectly any kind of gifts, benefits, or promises to gain

some advantage for himself/herself or for a third party that involves an abuse of a position either in the public or private sector.

In the public arena, the delivery, promise, or offering of gifts or benefits to authorities, public officials, nationals or foreigners, or employees or directors of companies or public entities, whether directly to them or indirectly through individuals or related companies, carried out with the purpose of obtaining (or rewarding) a resolution or special treatment or favor, can be considered a corrupt act/activity and constitute a crime. Simply accepting a gift could also be considered a corrupt act.

The delivery or offering of any kind of gift or benefit to a public official in consideration of his/her position may also be considered a corrupt act/activity.

On the other hand, in the private arena, it could become a corrupt act to deliver, promise or offer, in certain circumstances, gifts or other benefits to employees or executives of other entities to obtain a position of advantage vis-à-vis competitors.

**Business partner:** A party with whom **VORTIX** has established or plans to establish a business/commercial relationship and can include *Joint Ventures*, Clients, or vendors.

**Compliance Department:** Inclusive of the activities developed by the Compliance Departments of **VORTIX** affiliated entities, which will be coordinated by the Chief Legal and Compliance Officer.

**Department:** It refers to the various departments of **VORTIX** affiliated entities, including but not limited to Business, Human Resources, Compliance, Logistics, Operations, etc.

**Public official:** An individual who holds a legislative, administrative, or judicial position either by appointment and/or election, as well as any candidate for a public position or any person exercising a public service, in an agency, entity, or public national or international organization.

Likewise, any individual who has an intimate family bond, friendship, or business with a public official shall be considered, for the purposes of this Policy, as being comparable to that public official or public employee.

**Third-party:** Refers to Clients, or vendors acting on behalf of **VORTIX** or the business partner with whom a commercial or business operation is to be formalized which is not expressly excluded by this Policy.

Finally, this Policy develops one of the particular aspects of **VORTIX**'s Corporate General Code of Conduct regarding corruption prevention, both in the public and private sectors established therein and which are then indicated:

a) Regarding the public sector:

**VORTIX**'s employees and Senior Management relationships with public officials are referred to in **SECTION VI. Corruption Behaviors** of the Code.

In this regard, the guidelines provided for in the Code concerning the adequacy or non-suitability of gifts or invitations addressed to public officials are set out in this Policy.

Due diligence processes to clients or vendors in transactions involving a public entity referred to in **SECTION VI. Corruption Behaviors** of the Code.

b) Regarding the private sector:

**VORTIX** employees' and Senior Management relationships with employees or executive management of other entities with whom they have a business relationship referred to in **SECTIONS I. Conflicts of interest** and **VI. Corruption Behaviors** of the Code.

#### 4. COMPLIANCE DEPARTMENT.

In accordance with the provisions set out in subsection 41 of the Code, the Compliance Department shall be responsible for ensuring the application of the Code at **VORTIX** and the application of any other policy and/or manual regarding this matter.

In this sense, and whenever the Anti-Bribery and Corruption Policy requires the development of or implementation of the Code, the following Compliance Department functions will be applicable:

- a) Periodically inform the Compliance Committee of:
  - The main incidents detected if any
  - The activities being carried out, to develop and implement the Code and this Policy
  - The new activities that will be developed regarding anti-bribery and corruption
- b) To respond to the inquiries received on anti-bribery and corruption.
- c) Develop and oversee the anti-bribery and corruption training plans.
- d) Manage the complaints and reports received through the Ethics Line.
- e) Follow-up on the implemented controls by monitoring the effectiveness of these controls and, where appropriate, proposed improvements.
- f) Periodically report to the Chief Legal and Compliance Officer on the implementation of this Policy.

## 5. ELEMENTS OF THE CORPORATE ANTI-BRIBERY AND CORRUPTION POLICY.

The Anti-Bribery and Corruption Policy is articulated around the establishment of common guidelines, the need to have an Ethics Line, controls to monitor the effectiveness of the anti-bribery and corruption program, as well as the training programs that should also have standardized content across all **VORTIX** affiliated entities, as well as the establishment of additional controls, in compliance with the regulations of the jurisdictions where the affiliated entities operate if any.

### 5. 1 Guidelines on gifts and invitations offered to public officials

#### 5.1.1 Applicability of the exceptions set out in the Corporate General Code of Conduct

To apply the exceptions regarding the promising, offering, giving, soliciting, or receiving to public officials provided for in subsection 31 of the Code, each of the following conditions shall be fulfilled:

- a) Have a clear and obvious reason (which does not need to be explained).
- b) Do not exceed the reasonable limits which are considered as usual, social, and courteous.
- c) Must be carried out with total transparency. This condition is understood to be satisfied if the gift or the invitation does not affect **VORTIX's** reputation or its commitment to ethical values if at any time such a situation is made public through the media.
- d) The Department of **VORTIX** that provides the gift or the invitation keeps a record of gifts and invitations to public officials.
- e) The corresponding expenses are carried out according to the applicable procedures established at **VORTIX**.

The risk of improper conduct is reduced when the following circumstance occurs: the gift or invitation is addressed to a large group of persons (i.e., this is not an exclusive service to a particular public official).

### 5.1.2 Registry of Gifts and Invitations Offered to Public Officials

- a) It is mandatory to have a registry of gifts and invitations offered to public officials, using the following form: **Registry of Gifts and Invitations to Public Officials**.
- b) The Compliance Department will annually verify the adequate integration and updating of the gifts and invitations records of each Department, which at least will include the following information:
  - Identify **VORTIX** employee or executive management who offers and/or delivers the gift or invitation.
  - Identify the public official receiving the gift or invitation.
  - Description of the gift or invitation.
  - Commercial value of the gift or invitation.
  - The reason for giving the gift or invitation.

- If the gift or invitation is delivered in the context of a particular transaction or business.
- If the gift or invitation is in compliance with internal policies and procedures.

This activity is subject to a Quality Assurance review.

### 5.1.3 Facilitation Payments

A facilitation payment is a small bribe known as a 'grease payment' or a 'speed payment' typically solicited to facilitate or expedite the performance of a routine transaction or service to which the person or company making the payment is legally entitled to receive.

So-called *Facilitation Payments* are not acceptable. Facilitation Payments are direct or indirect deliveries of small amounts of money to public officials to achieve or expedite certain routine procedures. Although these payments are commonly and socially accepted in some countries, they may be considered acts of corruption. Therefore, they are expressly prohibited.

A facilitation payment can take many shapes and forms, such as cash, gifts, vouchers, tickets, etc., and is typically solicited in everyday transactions. Common examples are facilitation payments demanded at border crossings, where officials will hold up a company's cargo from entering a market until they receive payment.

Despite the nuance in the definition of facilitation payments and bribes, both terms are closely intertwined and are recognized as a form of bribery, **VORTIX** has a zero-tolerance policy for both types of payments.

## 5.2 Guidelines regarding clients, vendors, and business partners

The risks of corruption are often associated with the actions of third parties (clients, vendors, consultants, business partners in *Joint Ventures*, etc.). Therefore, it is necessary to be particularly careful in these cases and apply the guidelines provided in this section.

In the business/commercial transactions carried out by **VORTIX** that require the collaboration of clients, vendors, or business partners, it is recommended that these entities be first-tier companies that are recognized in their respective markets or sectors. Recognized

first-tier companies are those that have developed a solid reputation over the years in their respective market/sector and/or that have a recognized ethical behavior.

Where the client, vendor, or business partner cannot be considered as a recognized first-tier company according to the above criteria, besides the client and/or vendor's normal onboarding procedures, the following guidelines shall be followed.

**a) Due Diligence Processes Guidelines:**

VORTIX should undertake some form of ongoing monitoring of third parties' relationships. Before hiring a third party, the Department that requires the service/transaction must carry out a Due Diligence process regarding the third party, which will be supervised by the Compliance Department, or by whomever it designates, and which shall include at least the following:

- Information regarding who the third party is and complete the Client Identification and Know-Your Client/Vendor Questionnaire.
- Document the economic activity of the third party.
- Investigate the third party in publicly-available databases.

Also, the Compliance Department may update due diligence periodically, and exercise audit rights, provide periodic training, and request annual compliance certifications by the third party, where appropriate.

**b) Registry of clients, vendors, and business partners.**

The Compliance Department will create and maintain a record of all the third parties analyzed (clients, vendors, and business partners), as well as the result of the Due Diligence process carried out.

**c) Communication from the Business Department to the Compliance Department**

When the Business Department intends to carry out a transaction or provide a service in which a public entity/office is involved and will also participate as a client, vendor, or business partner (other than first-tier companies) they are required to communicate this situation to the Compliance Department before formalizing the contract.

The communications received by the Compliance Department must contain at least the following information:

- Identify the client, vendor, or broker who will collaborate on the transaction/service. In this respect, when identifying the client, vendor, or broker, references must be obtained from them that may be relevant to the performance of the Due Diligence process described above.
- Identify the public entity/office, authority, or public officials that will be involved in the transaction/service.
- A basic description of the transaction/service.
- The Business Department will be able to be in communication with the Compliance Department to clarify any questions that may arise regarding the preceding points.
- Based on the information received from the Business Department, the Compliance Department may recommend the Due Diligence measures that it deems necessary to ensure the adequacy of the transaction/service.

#### **d) Payment controls**

The payments shall be adjusted to the terms of the contract signed with the third party or business partner and shall be deposited in the bank account where its ownership has been analyzed and validated as part of the Due Diligence Process performed before hiring the third party or afterward in exceptional cases.

No cash amounts will be paid/deposited to third parties or business partners.

#### **e) Due Diligence Processes after signing the contract with a third party**

If once the contract has been formalized, circumstances arise that require a re-evaluation of the third party or business partner, the outstanding payments will be suspended, and a new Due Diligence process will be performed to determine if there is any indication of corruption. This will be done in any case when the third party requests the reimbursement of unusual expenses or special amounts.

Examples of improper payment include but are not limited to:

- Excessive or unusually high compensation
- Fees, commissions, or volume discount provided is unusually high compared to the market rate.
- Request for payments in cash, cash equivalent, bearer instruments, or other anonymous payments



A Due Diligence process will also be carried out when, for whatever reason, it has not been carried out prior to the signing of the contract with the third party. In this case, the Due Diligence process will be carried out as soon as this omission is detected.

#### f) Accounting Controls

A very effective way to limit the corruption risks is to strengthen accounting and payment controls. To achieve this, at least the following measures must be taken:

- No invoices will be paid that do not correspond to the deliveries of goods or services authorized and provided. In no event shall cash payments be approved, except those for minor travel expenses or to supply small amounts of material/product/service that do not exceed **USD 150.00**. For any amounts exceeding that, approval is required by the employee's line manager.
- When planning the internal and/or external audit for each financial/fiscal year, the auditors must be asked to notify the Compliance Department of any possible illegal or irregular payments that they may notice during the performance of the audit.

### 5.3 Guidelines regarding gifts and invitations offered to VORTIX employees

The Code establishes, as a rule, that no **VORTIX** employee can request or accept any type of payment, commission, or gift when interacting with Clients, vendors, or any other third party.

#### 5.3.1 Exceptions:

- When the gift offered/received is considered as a low-value advertising object, e.g., company hats, mugs, notebooks, etc.
- In the case of an invitation that does not exceed the limits considered reasonable in the usual, social and courteous.
- In the case of occasional gifts/attention for specific and exceptional cases (such as holiday gifts, birthdays, or weddings), if they are not in cash.
- It should be considered that the amount allowed for any of the preceding subparagraphs shall be a maximum of **USD 150.00** or its equivalent in any other currency.

- All gifts and invitations must be reported to the Compliance Department through the format **Report of Corruption Prevention**.

When providing or accepting gifts or invitations exceeding the amount of **USD 150.00** for up to a maximum of **USD 300.00** or its equivalent in any other currency, prior approval from the Global Chief Compliance Officer will be required.

When providing or accepting gifts or invitations exceeding the amount of **USD 300.00** for up to a maximum of **USD 500.00** or its equivalent in any other currency, prior approval from the Board of Directors will be required.

Accepting benefits from any company and/or our Clients as compensation/payment for contracting products or services with them, outside the exceptions pointed out in section 5.3.1, could be interpreted as a Code violation.

### 5.3.2 Guidelines

When an individual or entity outside **VORTIX** offers or delivers to any **VORTIX** employee or Senior Management any type of benefit (gift, invitation, etc.) not included in any of the above exceptions, the following guidelines will be followed:

- a) There is an express obligation to advise the employees and Senior Management outside **VORTIX** that we will refuse gifts and/or invitations.
- b) If under the foregoing warning, the person or entity outside **VORTIX** insists on accepting the gift, the person/entity shall be advised that the gift may only be accepted on behalf of **VORTIX**, for subsequent delivery to a non-profit entity/organization. This circumstance shall be communicated to the **VORTIX** employee's supervisor and the Compliance Department, attaching the format **Report of Corruption Prevention**.
- c) The employee's supervisor will make the gift available to **VORTIX** through the Compliance Department.
- d) The Compliance Department will be responsible for delivering the gifts, referred to in this section, to a non-profit organization authorized by the Board of Directors, as a beneficiary for these purposes.

- e) The Compliance Department will verify and review the correct completion and updating of the **Report of Corruption Prevention**. This record shall include at least the following data:
- I. Identify **VORTIX's** employee or Senior Manager who has been offered the gift, as well as that person's supervisor.
  - II. Name of the third party who has offered the gift and that party's relationship with **VORTIX**.
  - III. Description of the gift received and its value (estimated, if not known).
  - IV. Reason for receiving the gift.
  - V. If the gift is received in the context of a particular transaction or business.

#### 5.3.3 Invitations to fairs/expos or seminars

- In the case of invitations extended to a particular employee of **VORTIX** to attend fairs, expos, congresses, or seminars that require travel, as a general criterion, the travel expenses will be covered exclusively by **VORTIX**. Further, the supervisor of the guest employee will determine any inconvenience affecting **VORTIX** due to attending the event.
- If the employee decides to attend, he/she must report it to the Compliance Department according to the form **Report of Corruption Prevention**.
- In the event that the expenses are shared with **VORTIX**, the approval shall be made by the authorization of the supervisor of **VORTIX's** employee who has been invited.

#### 5.3.4 Tickets for sporting, recreational, and cultural events

- If an employee receives an invitation to a sporting, recreational or cultural event, where the absence of the employee is detrimental to **VORTIX's** business or image, he/she must request his/her supervisor's authorization to attend such event.
- Once the authorization has been granted, the employee must request the approval of the Compliance Department, using the form **Report of Corruption Prevention**, to analyze the employee attendance.

- The result of the analysis, either positive or negative, will be provided to the employee by the Compliance Department in a period that should not exceed fifteen (15) calendar days, counted from the date that the report is received (or sooner considering the event date).

### 5.3.5 Employees' participation as a trainer/teacher

In the event that **VORTIX** employees or Senior managers want to participate as trainers or teachers, they must meet the following requirements:

- a) These classes should not interfere with the activities assigned or with the working hours/schedule.
- b) The participation shall be personal and not representative of **VORTIX**.
- c) In no event shall reference be made to policies, procedures, and controls of **VORTIX** as part of the classes or training in which they are involved.
- d) Notify his/her supervisor and get his/her approval.
- e) To notify the Compliance Department, accompanied by the approval of his/her supervisor, the name of the institution where he/she will teach the classes, the name of the course to be taught, as well as the schedules in which this activity will be performed.

All communications to the Compliance Department must be sent to the following e-mail address: [compliance@vortix.com](mailto:compliance@vortix.com).

### 5.4 Ethics Line

Any employee, ex-employee, client, and vendor of **VORTIX** who is aware of any possible violation of the provisions of this Policy, including money laundering, terrorist financing, and sanctions provisions shall report it through the Ethics Line, following the provisions of **CHAPTER XV** of the Code as soon as they become aware of the fact. Reports of suspected violations of this policy can be made anonymously at the **VORTIX**, **DLX Financial**, and **Travalex** website pages by clicking the "Whistleblowing Channel" option or directly reporting any potential violations of this Policy to the Compliance Department and/or to the Human Resources Department

## 5.5 Training

The Compliance Department will develop a specific training program on Anti-Bribery and Corruption, where all **VORTIX** employees and managers are required to participate.

### 5.5.1 Training scope

The training program should focus on the following:

- a. **VORTIX** has a policy of complete and absolute rejection ("zero tolerance") regarding corruption and bribery. Under no circumstances shall business needs or conveniences prevail over **VORTIX's** strict compliance with the law and anti-bribery and corruption policies.
- b. The legal and reputational risks associated with corruption are extraordinarily serious, both for **VORTIX** and for individuals who perpetrate such acts. In the latter case, they may involve labor rescission as well as criminal penalties.
- c. Corruption is illegal, whether it occurs in the public or private sector.
- d. Corruption not only occurs with the delivery of money; it may involve anything that directly or indirectly provides a benefit to the recipient. Some examples: delivery of goods or services provided free of charge or for prices lower than the market, gifts, travel, hotels, meals, tickets for sporting events, hiring of friends or family, contract awards, etc.
- e. There may be a corruption of public officials, even if the money or incentive is delivered or offered without the intent to obtain any particularly favorable treatment.
- f. Corruption of public officials includes not only public officials in the strict sense but also political representatives, employees of international organizations, employees of entities and/or public institutions, employees or representatives of political parties, and candidates in political elections.
- g. There is corruption not only when a commission, gift, or any benefit is given, but also when the money is offered or even when the requests made by the

public officials are accepted. In most legislation, the delivery, offering, and acceptance are equally illegal.

- h. Acts of corruption may exist not only when the person who receives or is offered the illicit money or gift is the public official, but also when the beneficiary is an individual or entity linked to the public official.
- i. Special care must be taken to control the activities of third parties related to **VORTIX** (clients, vendors, business partners, etc.). If those third parties perform any corruption act/activity, there may be criminal liability for **VORTIX** as well as for the employees and/or public officials who have dealt with those third parties.
- j. Disregarding what the third party has done in particular (e.g., has paid a commission to a public official, has given gifts over social uses) does not exempt a person from criminal liability. In most countries, the individual or entity that contracts with the third party may incur criminal liability if, under the circumstances, there is a high probability that the third party has done an illicit act and the person who has hired him/her has not acted to avoid that situation.
- k. In other words, if one "looks the other way" or "prefers not to know" what exactly the third party has done, this does not exempt them from possible responsibility, even if that responsibility may result in penal sanctions.
- l. To avoid this legal risk, it is essential to adopt and document the Due Diligence procedures, measures, and processes described in this Policy.
- m. Special attention must be paid to the risk elements that lead to performing Due Diligence processes.
- n. Corruption not only occurs where unlawful commissions or payments are made but also in the trading of influence. A form of corruption where, for example, a person exerts improper influence over a public or private sector decision-making process in return for undue advantage.
- o. Arguments such as "everyone does it" or "in those countries, if you do not do this, it is impossible to do business" are not acceptable.

- p. In the area of corruption, it is common to have grey areas, where it is not very clear whether a given action is acceptable or not. If in doubt, always consult the Compliance Department.

## 6. AUDIT AND/OR REVIEW

An assessment/review of the anti-bribery and corruption program should be performed by the internal audit function and/or another independent third party, on an annual basis either as part of the Compliance reviews or independently. The results of the risk assessment, as well as any updates to the ABC policy framework, will be presented to Senior Management and the Board of Directors.

## 7. ENTERPRISE-WIDE RISK ASSESSMENT

The main purpose of an Enterprise-Wide Risk Assessment (EWRA) is to drive improvements in financial crime risk management (money laundering, terrorist financing, office of foreign asset control, sanctions, and anti-bribery and corruption) through identifying the general and/or new specific risks, determining how these risks are mitigated by the entity's Compliance program and establishing the residual risk that remains for the entity.

The periodicity of the EWRA will depend upon several factors and risk indicators including the methodology employed, the type and extent of interim validation that is undertaken, the results of the risk assessment, as well as internal or external risk events.

Each of the **VORTIX** affiliated entities should decide on the appropriate frequency of the risk assessment to maintain the relevance of their findings and risk mitigation program. Most entities will refresh their risk assessments annually, however, if there are no material changes to the risk environment, or no new bribery and corruption risks indicators have been identified, it may be chosen to undertake the risk assessments less frequently.

Regardless of the frequency with which an EWRA is undertaken, entities are required to report annually on the status of the financial crime risk environment. This can take the form of a report to the Board of Directors or periodic reports to the Compliance Committee.

## 8. NON-COMPLIANCE WITH THIS POLICY

**VORTIX** shall promote and enforce the compliance program consistently throughout the organization through (a) incentives according to the compliance and ethics program; and (b) disciplinary measures for engaging in criminal conduct and for failing to take reasonable steps to prevent or detect criminal conduct.

A hallmark of effective implementation of the compliance program is the establishment of incentives for compliance and disincentives for non-compliance.

To incentivize compliance and ethical behavior, employees can receive from 10 to up to 90 days of their salary base when reporting corruption activities by any **VORTIX** employees or managers that are not consistent with the provisions of this policy and that have not been previously reported.

On the contrary, failure to comply with this Policy may result in disciplinary actions, up to and including termination, and administrative sanctions, without prejudice to any other administrative or criminal penalties, which may be applicable.

The application of the sanctions shall at all times adhere to **VORTIX**'s disciplinary procedures issued by the Human Resources Department.

If the performance of an employee constitutes a corruption or bribery offense attributable to **VORTIX** and its affiliated entities, such circumstance shall be conveyed to the Compliance Department, as well as to the competent authorities for knowledge and prosecution of the alleged offense.

Under no circumstances will obtaining a benefit for **VORTIX** justify the commission of a crime.

## 9. OWNERSHIP AND INTERPRETATION OF THE POLICY

The creation of this Policy is the responsibility of the Chief Legal and Compliance Officer. It will be approved by the Board of Directors and ratified by the Compliance Committee of each of **VORTIX**'s affiliated entities. The interpretation and application of this Policy will be the responsibility of the Chief Legal and Compliance Officer.



The Chief Legal and Compliance Officer will be responsible for coordinating the implementation of this Policy. The Chief Legal and Compliance Officer is also responsible for investigating allegations made against employees and/or Management.

The Compliance Committee and the Board of Directors will receive from the Compliance Department periodic management information on anti-bribery and corruption matters.

## 10. NON-RETALIATION STATEMENT

VORTIX and its Management Team prohibit any form of retaliation or adverse action against an employee for, in good faith, either raising an issue or reporting a suspected violation of this policy. VORTIX and its affiliated entities will ensure there is no coercion, retaliation, intimidation, or harassment directed against any employee who makes a report or serves as a witness on behalf of another employee. If any employee feels that he or she has been retaliated against, the alleged violation should be reported using the procedures outlined above.

Any employee who retaliates against another employee is subject to disciplinary action, up to and including termination of employment.