

Message from the Board of Directors

Our mission at Grupo GONHER is to carry out our operations or transactions with transparency, integrity and safeguarding the values of the organization, thus complying with the Corporate Regulations and applicable provisions.

This policy is issued to endorse our compromise with observance of the applicable standard, having a scope of prevention and compliance for our employees, directors, and representatives, but also with our value chain, customers, suppliers and consultants.

Grupo GONHER will continue its stance of not tolerating any bribe payments of any kind to government officials or to anyone in the private sector.

The scope of this policy is to ensure that subsidiaries and affiliates, as well as employees, officers, directors and third parties comply with and abide by the terms of this policy and current legislation.

Being of great importance to the policy is that Grupo GONHER is committed to maintaining books and accounting records in accordance with the general accounting principles, as well as having updated and efficient internal accounting controls.

Part of our mission is to engage our employees, advisors and third parties in understanding and reading this Policy, attending training, and reaffirming the commitment to conduct our operations with integrity and zero corruption.

Finally, Grupo GONHER will not tolerate that any employee, director, officer or third party negotiate or conduct business contrary to the provisions of this policy and applicable legislation.

A.- Definitions:

For the purposes of this Policy, the following definitions shall apply:

Grupo GONHER: GONCAL, S.A. de C.V., GRUPO GONHERMEX, S.A., GRUPO GONHER de México, S.A. de C.V., ENERYA, S.A. de C.V., Recicladora Industrial de Acumuladores, S.A. de C.V., Lubricantes de América, S.A. de C.V., Química GONCAL, S.A. de C.V., Autotransportes JAG, S.A. de C.V., Seguridad PROGONZA, S.A. de C.V.
Policy:

Scope: This Global Anti-Corruption Policy.

Any employee, advisor, officer of Grupo GONHER, as well as any third party.

Subsidiary, Affiliate or Controlled Company: Any legal entity in which Grupo GONHER: (1) participates directly or indirectly in its capital stock and in which it holds the ownership of rights that allow it, directly or indirectly, to exercise the vote with respect to more than 50% of said capital stock; or (2) directly or indirectly directs the management, strategy or main policies of a legal entity, whether through the ownership of securities, by contract or under any legal figure.

State-owned or State-controlled entity: Shall mean any entity or body in which (a) a government has an ownership interest of 50% or more in the entity, or provides 50% or more of the entity's capital, or (b) the government owns less than 50% of the shares and provides less than 50% of the capital but controls the operation of the entity.

Government Entity: They shall be national or federal, state, and local governments; municipalities; delegations; bodies; agencies; agencies of any government; state entities or state-controlled entities; public international organizations; and political parties.

Public officer: Any person who holds a job, position or commission in governmental bodies, at the federal, state and municipal levels, including those who are elected or in the process of being elected to a popularly elected position, members of the Judiciary at all levels, and in general, any person who holds a job, office or commission of any nature in the Congress of the Union, in the Federal Public Administration, including Secretaries of State, ambassadors, consuls and in autonomous, centralized and decentralized agencies, as well as those who, according to the Constitutions of the federal entities, are considered to have such nature.

Anything of "Value" It includes, but is not limited to: cash and cash equivalents (e.g., traveler's checks, bitcoins, checks, money orders, gift cards, etc.), securities, raw materials, discounts on products and services not available to the public, gifts, meals, entertainment, travel, lodging, political contributions, and anything else of tangible (jewelry, liquor, automobile etc.) or intangible value (e.g., job offers, donations, debt forgiveness, or the use of equipment).

Gift or courtesy: Hospitality in favor of a public official or any person that signifies anything of value, including, but not limited to, the following promotional or marketing items with Grupo GONHER's trademark or logo, breakfasts and meals, entertainment (e.g., concert or sports tickets), travel expenses (e.g., airfare, train tickets, bus fare and accommodation), or the execution of a contract.

PEP: It refers to Politically Exposed Persons.

Facilitation Payment: This is a small payment made to a public official in order to expedite a routine procedure legitimately requested by Grupo GONHER, e.g., payment of passports, copies of legal or court files, or other minor procedures.

Applicable legislation: Refers to the anti-corruption laws in Mexico, the United States Foreign Corrupt Practices Act (the "FCPA"), as a signatory country to the Organization for Economic Cooperation and Development's Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the "OECD Convention"), the United Kingdom Bribery Act 2010 ("UKBA"), and similar anti-bribery and corruption laws in force in countries where Grupo GONHER has operations.

The aforementioned terms may be used in the singular or plural, without it being understood that their meaning changes.

B.- Objective

The objective of this Policy is that employees, Board Members and Grupo GONHER's officers are aware of this Policy, its guidelines, and preventive measures to detect possible illicit actions or conduct that may involve acts of corruption, whether directly or indirectly, and which involve public or private officials.

It is essential that the books and accounting entries are in accordance with the general accounting principles.

The scope of this Policy is to comply with the applicable anti-corruption legislation in the countries where Grupo GONHER operates in order to avoid a possible violation of the applicable legislation, as well as damage to its integrity and reputation.

C.- Scope

This Policy is applicable to all employees, directors, officers, and customers, as well as the business or commercial or financial transactions that Grupo GONHER initiates or follows up with customers, suppliers, or any other third party, including, without limitation, Grupo GONHER's subsidiaries, affiliates and third parties over which Grupo GONHER has control, including joint ventures, as well as all agents, consultants, business partners and other third party representatives, the latter when acting on behalf of Grupo GONHER.

D.- General Guidelines

1.- Prohibition of bribery or kickbacks to public or government officials.

In the commercial relations carried out by Grupo GONHER with government entities or organizations and public or government officials working in said government entities, these business interactions must be conducted with integrity, values and in compliance with the applicable legislation in force.

Anti-corruption legislation prohibits corrupt or irregular payments to government and public officials. For this reason, Grupo GONHER does not tolerate any act or conduct, and under no circumstances shall any act of corruption be carried out, be it of a public or private nature.

Employees, directors, officers or third parties of Grupo GONHER shall NOT and are prohibited from offering, giving or promising anything of value to a government official.

2.- Gifts and hospitality

Grupo GONHER establishes that promotional items may only be given to public or government officials, and these gifts must be accounted for in the accounting books in a transparent manner.

3. Facilitation Payments

This refers to small payments made to government officials in order to expedite routine procedures such as issuance of passports or visas, work permits etc. In some legislations this kind of facilitation payments are prohibited such is the case of the UK Antibribery Act, however, in the FCPA these payments are allowed. Exceptions to the granting of these payments occur in the case of security or health emergencies, i.e. when the safety or health of a family member or co-worker is at risk, in these cases these facilitation payments are allowed.

Facilitation payments must be correctly and clearly accounted for in the accounting records.

E. - Possible or alleged acts of corruption.

Those subject to this policy shall understand and prevent possible acts of corruption, which may include, but are not limited to, the following:

- In the event that any valuable is attempted, requested, required, accepted, or received from a government official or a private individual in exchange for obtaining an apparent and undue advantage for Grupo GONHER or for the Policy Subject himself.
- Making improper payments, facilitating payments or anything else of value that is illegal.
- In breach of policy of providing gifts or business courtesies to government officials or private individuals that are lavish, expensive, or luxurious.
- Attempted bribery or kickbacks are equally punishable, even if the government official or private individual refuses them.

Grupo GONHER, through the responsible areas, shall keep the books and/or accounting records of Grupo GONHER's operations in accordance with the general accounting principles and in an accurate and transparent manner.

Likewise, the responsible areas shall have the obligation, without limitation, to keep other accounting records; in the case of services and/or public works, the books and records related to the contracting of public works or services in which Grupo GONHER participates shall be kept for a period of no less than 5 (five) years, which shall include, without limitation: (i) signed contracts, (ii) information available on the process prior to and after a bidding process; (iii) deliverables and payments, among others.

F.- Anti-corruption risk prevention and mitigation measures:

- As part of the registration process, the third party, contractor, intermediary or representative of Grupo GONHER must sign an express declaration in which the counterparty states that it complies with the code of ethics, anti-corruption policy and the applicable anti-corruption laws.
- In the contracts entered into by Grupo GONHER with third parties, an Anti-Corruption Clause must be established. As well as the commitment that any subcontractor or assignee shall be bound in the same terms;

- Contracts shall set forth, without limitation, a clear and detailed description of the activities and responsibilities of the parties, including a description of the services to be rendered and/or goods, the consideration to be paid, as well as, if applicable, deliverables and delivery times;
- The terms and conditions of the consideration must be reasonable and in accordance with market value;
- An audit clause must be established that allows Grupo GONHER, directly or through an independent third party, to review the books and accounting records of the counterparty in order to verify compliance with this policy and anti-corruption matters;
- The counterparty must state its commitment to provide training to its personnel with respect to the Anti-Corruption Laws, as well as, if applicable, to provide Grupo GONHER with proof of such training on a regular basis during the term of the contract;

The Corporate Compliance area shall address any questions or comments regarding the above mentioned.

G.- Training.

Every year, the Corporate Compliance area will carry out training sessions on Anti-Corruption aimed at the sensitive areas of Grupo GONHER. Therefore, employees, board members, officers and representatives are obliged to participate in all training sessions provided by the Corporate Compliance area on this subject.

H.- Non-compliance and sanctions

Non-compliance with the provisions of this policy and the Anti-Corruption Laws by the Subjects of the Policy will give rise to a possible: (i) termination of the employment or service relationship; (ii) imposition of economic sanctions; (iii) compensation to Grupo GONHER for damages and losses incurred; (iv) sanctions of a criminal nature; and (v) any other sanctions in accordance with applicable laws.

I.- Reports

In the event of non-compliance with this policy, Staff, directors, employees and third parties should report or denounce to the Corporate Compliance area or by reporting (whistleblower channel) TIPS ANÓNIMOS at 800 366 8477 or at gonherteescucha@tipsanonimos.com.