

Grupo Gonher

Conflict of Interest Policy

1. Purpose and Scope:

To have a clear and functional conflict of interest policy for the employees of the companies of the Grupo Gonher, describing guidelines to act with loyalty to the company, business ethics, common sense and compliance with the laws.

2. Definitions and Terminology:

Grupo Gonher Group of companies consisting of Gonher de México S.A. de C.V., Gonhermex 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.

A conflict of interest arises when a decision or activity of the company is affected or may be affected by matters of personal benefit or interest of the employee who makes the decision or performs the activity in question.

Immediate family members

Relationship by consanguinity	Relationship by affinity
Parents	Spouse
Offsprings	Siblings-in-law
Siblings	Nephews and niece-in-laws
Grandparents	
Grandchildren	
Aunts and Uncles	
Nieces and Nephews	
Cousins	
Children of Cousins	

(according to the Civil Code of Nuevo Leon, Title Six, of the kinship and alimony, Chapter 1: Of the Kinship. Articles: 292, 293, 294, 295, 296, 297, 298, 299, and 300).

Valuable Gift:

A Valuable Gift shall be understood as a gift exceeding \$1,000 pesos in its nominal value.

Meals in Excess:

It occurs when a current or potential customer, supplier, competitor, or business partner, gives away meals above common sense and business ethics, based on the Employee's position and the particular situation, in such a way that there is a risk of falling into a Conflict of Interest.

3.- Persons responsible:

Employee

Corporate Comptrollership Manager. Human Resources Department. Director of Human Resources.

Auditing Department. Audit Manager.

Finance and Administration Director. Steering Committee.

4.-Policy:

4.1.- The Employees of Grupo Gonher are prohibited from personally benefiting themselves or any Direct Relative or personally benefiting any third party, through the position they occupy in their company, the work relationships they have, the decisions they make related to their work and the activities they perform as part of their work (e.g. for a sale, for a purchase, for disclosing or making personal use of confidential or privileged information, for manipulation or falsification of reports, etc.).

4.2.- The Employees of Grupo Gonher are forbidden to carry out any type of commercial transaction with Direct Relatives, as part of their activities as an Employee of Grupo Gonher (e.g., sale, purchase, rent, etc.).

4.3.- The Employees of Grupo Gonher are prohibited from employing or having under direct supervision any Direct Relative, as part of their activities as an Employee of Grupo Gonher.

4.4.- The Employees of Grupo Gonher are obliged to reject valuable gifts, economic remunerations, services, bribes, personal trips, entertainment or excess of meals, that benefit them personally, that benefit a direct relative or that benefit personally any third party, and that are offered by clients, suppliers, competitors or individuals (physical or legal) that seek to have or have any commercial or labor relationship with any company of Grupo Gonher (see exceptions in point 4.5).

4.5.- If for any reason an Employee of Grupo Gonher was not able to refuse a valuable gift, economic remuneration, service, bribe, personal travel, entertainment, or excess meals, said Employee is responsible for notifying the Corporate Comptrollership Manager immediately, what he/she received or will receive and why he/she was not able to refuse it. The Corporate Comptrollership Manager determines the final destination of what is received, whether it is returned, donated, or used for the benefit of the Employee's company that received or will receive it.

4.6.- An Employee may only receive one gift per year from the same person (natural or legal), provided that such gift is not a Valuable Gift.

4.7.- The Employees of Grupo Gonher will refrain from using the machinery, equipment, materials, facilities, names, logos, and trademarks of the companies of Grupo Gonher for personal matters, of a Direct Relative or for the personal benefit of any third party.

4.8.- The Employees of Grupo Gonher are prohibited from being employees, consultants, service providers, suppliers, partners, or owners of a legal entity (individual or corporation) that is a competitor, supplier, or client of Grupo Gonher.

4.9.- The Human Resources Department is responsible for having the Conflict-of-Interest Form filled out by new Employees on the day of their incorporation.

4.10.- The Auditing Department is responsible for sending the Conflict-of-Interest Form to all the Employees of Grupo Gonher, every March.

4.11.- The new Employees (the day of entry) and all the Employees of Grupo Gonher (every March), state through the Conflict of Interests Form:

- All their direct relatives who work in Grupo Gonher.
- All their Direct Relatives that have any commercial relationship with Grupo Gonher, either as suppliers, clients, consultants, service providers, etc.
- All situations that directly involve or may involve a Conflict of Interest (see points 4.2, 4.3, 4.7 and 4.8).

4.12.- The Employees of Grupo Gonher deliver or send the completed and signed Conflict of Interest Form to the Human Resources Department on the day of their incorporation and to the Auditing Department every March; the Human Resources Department sends the forms of the new Employees to the Auditing Department no later than five working days after their incorporation.

4.13.- The Audit Manager determines which statements imply or may imply a Conflict of Interest and forwards them to the Director of Finance and Administration.

4.14.- The Director of Finance and Administration requests the approval or rejection from the General Director of all declarations that imply or may imply a Conflict of Interest.

4.15.- The Steering Committee defines to the Human Resources Director the actions to be taken with rejected statements and the Human Resources Director coordinates the actions taken.