

**GRUPO COPPEL
INTEGRITY PROGRAM**

**GRUPO COPPEL'S
RELATED PARTIES
AND CONFLICT OF
INTEREST POLICY**

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This policy establishes the guidelines for Shareholders, Board Members, Directors or Employees related to companies or persons who provide services or sell products to the companies that constitute Grupo Coppel.



RELATED PARTIES

A related party is defined as:

- An individual, or legal entity that has among its Shareholders, Board Members or Directors, a person with a relationship of consanguinity or affinity up to the 4th degree with the Board Members, Directors, Shareholders of Grupo Coppel.
- For BanCoppel, consanguinity and affinity in a straight line in the 1st degree, in a collateral line in the 2nd degree, civil, or any other situation similar to the above is applicable.
- A legal entity in which any of the companies, Shareholders, Board Members, Directors of Grupo Coppel, or their relatives by affinity or consanguinity up to the 4th degree who exercise control over the Administration or decision making or any other situation related to the above.

Conflicts of interest arise when the Shareholders or Directors of Grupo Coppel have personal interests that influence or may influence the performance of their duties when establishing a business relationship with a Related Party.



FUNCTIONS

- The selection of suppliers must be carried out within the process of free competition and market conditions, always pursuing to acquire quality services or products at the best price, in order to improve Grupo Coppel's competitiveness.
- Any operation intended to be carried out with a supplier that is a Related Party of Grupo Coppel must be informed prior to its hiring through the established process.
- Grupo Coppel must acquire products and services without intermediary; therefore, it is forbidden for a Shareholder, Board Member, Director, Employees or family member of a Shareholder, Board Member, Director, Collaborator or family member in accordance with the aforementioned degree of affinity or consanguinity, to be a commission agent, broker or intermediary.



PROCEDURE AND RESPONSIBLE PARTIES

All Grupo Coppel employees must sign a Conflicts of Interest declaration on an annual basis and notify their immediate supervisor prior to hiring Related Parties, who in turn will inform the National Compliance Management.

The National Compliance Management shall be responsible for knowing and managing the database of commercial transactions with Related Parties, and shall periodically report it to the Corporate Practices Committee.

The Corporate Practices Committee shall, at least once a year, review the operations with the corresponding related parties.

The Audit Department shall periodically analyze the Purchasing Department and the situation of the suppliers, identifying if there are any undisclosed situations with potential conflict of interest that should be brought to the attention of the Committee.



FORBIDDEN PRACTICES

- Providing information about prices, terms and conditions on which Grupo Coppel is acquiring goods and services in order to benefit a supplier.
- Taking advantage of your function or hierarchy within the organization to influence buyers to make preferential purchases from a supplier, family member, friend or any Related Party.
- Take advantage of any business opportunity that corresponds to Grupo Coppel, or for the benefit of any third party, without first disclosing it to a senior manager.
- Conceal the fact that they are a Related Party or have a friendly relationship with Coppel's supplier companies by using a simulation identity (frontman).
- Acting as intermediaries that attempt to benefit Related Parties or friends, affecting the interests of Grupo Coppel.

This policy is part of Grupo Coppel's Integrity Program; therefore, Shareholders, Directors, Employees and Suppliers of Grupo Coppel must report in good faith any conduct contrary to this policy through the available means.

No retaliation of any kind is permitted against those who report improper practices. Intimidating or persuading to avoid a report is a conduct contrary to the Code of Ethics and will be treated as such.