



**CODE OF
CONDUCT**



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1. PURPOSE

KIO Group is committed to maintain the highest ethical standards in its activities, besides, it is committed to handle business and activities abiding by the compliance of laws, regulations, and standards applicable to the highest international standards.

KIO has adopted ethical values relating to the integrity, honesty, loyalty, respect and collaboration to be present in all of its operations and business performance, by virtue of which it has implemented this Code of Conduct for the acknowledgment and compliance by its colleagues, business partners and suppliers, setting forth minimum conduct parameters to be observed by all of them in terms hereof.

In view of the foregoing, the purpose of this Code of Conduct is:

- a) Setting forth guidelines and performance standards that shall govern the conduct of each one of the officers and colleagues of **KIO** to have within the company an ethics culture and good moral character in both the relationship between them as suppliers, authorities and with any third party.
- b) Setting forth the operation of the Compliance and Ethics Committee to safeguard the compliance to the Code of Conduct and other policies and proceedings adopted regarding compliance, to answer questions and address reports on violations to this Code and the compliance policies and proceedings, carrying out an investigation, resolution, and as the case might be rule upon and determine penalties.
- c) Setting forth the mechanisms for anonymous and confidential reporting in case of violations to the guidelines of this Code, compliance of policies and procedures, as well as setting forth the procedures to be followed to address those reports.
- d) Prevent conducts related to corruption, bribery, and conflict of interest.





2. SCOPE

This Code of Conduct applies to each person that collaborates or works with **KIO**, without regard of the relationship that binds them, their hierarchic level, activity, or area in which they perform, thus it is applicable to all its directors, officers, personnel under their command and representatives of **KIO** (jointly referred to as “Colleagues”, or individually referred to as “Colleague”).

All Colleagues shall read, understand, accept, and abide by this Code of Conduct, as well as the policies and procedures derived hereby. Ignoring the content does not exempt the obligation to abide by it.

Each director or under director is responsible of the surveillance of the compliance of the Code of Conduct, the policies and procedures derived hereby, by his/her Colleagues and inform the suppliers and service providers he/she hires and to any third party with which he/she has relationships with.

This Code of Conduct applies to all the suppliers of KIO, including advisors, third parties, vendors, subcontractors, etc., and it is applicable to all the operations. It is the responsibility of each supplier to read, understand and abide by this Code.

3. ETHICS VALUES

TRUSTWORTHINESS

Colleagues shall conduct themselves with integrity, abiding by the principles of honesty and truth, being coherent between their thoughts, sayings, and acts. Likewise, they shall adopt, individually, freely, and consciously, the commitment to conduct all the tasks and responsibilities assigned in **KIO** with care and promptness, in order to achieve the quality and excellence expected in their duties.





HONESTY

Colleagues shall conduct themselves honestly, abiding by principles of truthfulness, truth, justice, and trustworthiness in all their actions, both in their relationship with **KIO**, its related companies, shareholders, other Colleagues, service providers, suppliers, authorities, as well as any other third party they have contact with as a result of their relationship with **KIO**. Such principles shall be born in mind by the Colleagues from their intentions to their actions.

LOYALTY

Colleagues shall conduct themselves in good will and with unrestraint commitment to the Shareholders of **KIO**, coworkers, suppliers, services providers, authorities, the company, and even themselves. Besides of caring for the patrimony of **KIO**, Colleagues shall safeguard all the assets they are entrusted with, maintain confidentiality of the information they handle, and protect the intellectual property rights and trade secrets of **KIO**.

RESPECT

Colleagues shall act respectfully towards the other Colleagues, as well as any other third party they are related to by virtue of their relationship with **KIO**, acknowledging the value belonging to any person, being impartial, and making no difference whatsoever, in order to preserve their dignity and personal integrity, avoiding any conduct that might be offensive.

COOPERATION

Colleagues shall put **KIO's** interests above any personal or other interest. Cooperation also means teamwork providing the elements that the Colleague has at his/her disposal, as well as all their ideas, respecting at its turn the ideas of others.

Colleagues shall understand these values as universal ethical values and abide by the corporate values corresponding to each one of their business Units.



4. GUIDELINES

4.1 Respect and observance of the Applicable Laws.

The Colleagues shall comply with all applicable laws, regulations, and standards relating to their activities in **KIO**, as well as all the policies, procedures, and guidelines of **KIO**, independently of the place or circumstances in which they are at, thus, they shall inform and keep themselves up to date in such regards.



4.2 Anticorruption

Colleagues shall not promise, offer, provide, or accept gifts, favors, privileges, hospitality, donations, or deliver any kind of undue benefit to one or more government officials or public officials, directly or by means of third parties, in exchange for such government officials to carry out or abstain from carrying out any activity related to their duties or those of another public official, or else, abuse from their real or purported influence, in order to obtain or maintain, for them or for a third party any benefit or advantage, without regard to the acceptance and rejection of the benefit or result obtained.

Colleagues shall not offer nor accept any compensation, or improperly influence clients, suppliers, authorities, or other Colleagues or any other person, nor shall they allow themselves to be improperly influenced by anyone.



4.3 Conflict of interest

Colleagues shall refrain from participating in business or activities that result in a personal benefit for them (directly or indirectly by means of third parties), that derive from any kind of relationship with **KIO** or any of their related companies. In this case, Colleagues involved shall inform of such circumstance to the Compliance and Ethics Committee and/or the Compliance Director before such activities or operations take place.



4.4 Handling information

All the information to which they have or had access to, or that has been or is provided to the Colleagues by reason of their relationship with **KIO** (“Confidential Information”), including in way of example but not limited to, financial, strategic, statistical, operational, technical, or business information, acquisition or expansion plans, information of new products, marketing campaigns, personal data, including personal information of shareholders, board members or Colleagues of **KIO**, and their related companies or referring thereto, that is not of public domain, and which might be considered or not as “trade secret”, the use thereof is strictly confidential and property of **KIO** and/or its related companies, thus the Colleagues shall be responsible to keep the confidentiality of such information and use it exclusively for their duties, refraining from disclosure thereof, whether for their personal benefit or the benefit of third parties.

4.5 Managing Personal Data

At any moment, if as a result of their duties, the Colleagues have access to treat personal data, they shall treat them under strict confidentiality, applying all physical, administrative, and technological measures for the protection thereof, pursuant to the policies for the protection of personal data of **KIO**, in compliance with the provisions of the applicable law on the subject.

4.6 Accounting Records

Financial and operative information shall be clear, complete, objective, correct, timely, complete, and prepared in accordance with the applicable standards. Information is the base for the administration of the operations of **KIO** and its related companies, and for the compliance of its obligations with the authorities and third parties.

4.7 Protection and Use of Assets

Assets property of KIO and its related companies, or those rented by it, whether tangible assets (cash, values, furniture, real estate, machinery, equipment, vehicles, etc.) or intangible (trademarks, patents, logos, etc.) might be used by the Colleagues and authorized third parties solely and exclusively to carry out operations of such companies and they shall not be destined to personal consumption or benefit or any other asset, under any circumstance whatsoever, avoiding the abuse, waste, or misuse of such assets.

4.8 Compliance to the Integrity Policy and the Information Safety Policies

Colleagues shall abide by and comply the integrity policy of the System of Government Administration, in order for it to be a guideline in the operation thereof, in the rendering of the services and the commitment to our clients.

Colleagues agree to become acquaintance to and comply the guidelines defined by the Information Safety Policies set forth by KIO having as a main purpose to maintain the confidentiality, integrity, privacy, and availability of the information of our clients and final users.

4.9 Behavior towards Shareholders, Clients, Suppliers, Competitors, Authorities, other Colleagues and General Public

Colleagues shall treat shareholders, clients, suppliers, competitors, government officials, authorities, other Colleagues and general public with justice, respect, objectivity, impartiality, and independence.

4.10 Operations with Companies Related to KIO

Those **KIO** Colleagues that have among their duties to make businesses with companies related to **KIO** and those who make registries for **KIO** and any of its related companies shall know, comply, and have comply the laws and regulations existing regarding the operations between related companies.

4.11 Commitment with Society and the Environment

“Corporate Social Responsibility” is the equilibrium between the purpose of the company and the interests of the community.

All the Colleagues have to commit, consciously and coherently, to fully comply with the purpose of **KIO**, both on the inside as the outside, considering the expectations of all its participants in the different areas: social, human, and environmental; showing respect for the ethical values, people, communities, and environment, in order to achieve the construction of the common good.

4.12 Labor Equality and Non-Discrimination

KIO is committed to maintain diversity in its task force and an inclusive work environment. Colleagues shall respect individual differences in culture, religion, and ethnic origin. On its turn **KIO**, during the admission process and permanence of colleagues, looks for granting the same job opportunities to the candidates, without distinction of class, race, color, religion, gender, sexual orientation, identity or gender expression, political affinity, marital status, nationality, impairment, or any other situation protected by the federal, state, or municipal laws.

It is a task for all of us to secure a discrimination free environment among our colleagues, associates, clients, and suppliers.

At **KIO** any kind of discrimination, mistreatment, violence, harassment, and segregation towards and amongst personnel due to physical appearance, culture, impairment, language, sex, gender, age, social status, economical or legal condition, political or ideological preferences, pregnancy, marital status, religion, opinions, ethnical origin or nationality, sexual orientation, gender identity or expression, migration status and/or health is forbidden.

4.13 Work Safety

KIO is committed with work safety of its Colleagues and in maintaining a proper culture regarding prevention of risks, work related accidents and diseases.

KIO and the Colleagues shall supervise and fulfill the provisions of the applicable laws, in order to avoid professional risks, the Colleagues shall not conduct any activity that endangers their physical integrity and/or the integrity of their coworkers.

4.14 Intellectual Property Guidelines

Trade secrets, developments, new projects, and knowledge shall not be shared with third parties in any manner whatsoever nor be published in any kind of electronic or printed means, without the express written authorization by the area director which corresponds and the Legal Director, and all the proper legal provisions have to be taken.



4.15 Improper Use of the Resources of the Company (Squander)

For **KIO** it is of the utmost importance to achieve maximum efficiency in all the operations performed daily, the foregoing means thriving for an effective and efficient administration of the money and other resources. The Company has entrusted each one of us to manage money and general resources properly, avoiding excessive and unnecessary outlay of money or assets, maximizing the use thereof.

4.16 Gross negligence

La negligencia grave puede entenderse como la falta de cuidado, es un acto u omisión sin la debida observación de cuidado, es la desatención imprudente de un deber o una obligación, que trae aparejadas consecuencias graves para otra persona y/o para la Compañía.

La Compañía espera que realicemos nuestras funciones con la mayor diligencia posible, entendiéndose esta como el deber que debemos tener todos los colaboradores de evitar el daño usando todos los medios posibles, aun sin tener la intención de causar algún perjuicio.

4.17 Malice

Malice is to conduct an action that implies damage or harm to another one, acting in a voluntary way. It is the conscience and will of a person to perform one or more actions that imply damage or harm to another one and/or the Company.

For a better understanding, when a person acts under malice, it means that the author of the fact wanted to take such action knowing the consequences of taking such action, knowing that it results in harm to another individual or entity.

It is the deliberate intention to unfairly cause harm to somebody.

At **KIO** acting under malice might have as a consequence to be awarded with disciplinary measures set forth by the penalties chapter, without regard of the legal resources that **KIO** has the right to exercise against the colleague who acts under malice in the performance of his/her duties.

4.18 Bad Faith

Bad faith is to conceal mistakes, the passive attitude towards error when, once it is recognized, it is concealed to try to take advantage from it. This conduct implies premeditation and purpose to not unveil the mistake to the company or another one, in order to obtain more benefits.

At **KIO** acting under bad faith might have as a consequence to be awarded with disciplinary measures set forth by the penalties chapter, without regard of the legal resources that **KIO** has the right to exercise against the colleague who acts under bad faith in the performance of his/her duties.

4.19 Irresponsible exercise of authorities (Internal Fraud)

For the proper execution of legal acts of the daily operation of the Company, it is necessary to entrust certain duties and authorities to the colleagues by means of granting Powers-of-Attorney.

The company expects us to properly use such powers and authorities vested, abiding by the instructions received, always thriving for the benefit of the company, being understood that such powers and authorities were vested due to the exercise of the duties in order to fulfill the corporate purpose of the company or any other act related thereto.

At **KIO** using the authorities granted in opposition to the interests of the company, under bad faith and/or malice and/or gross negligence, might result in the application of disciplinary measures set forth by the penalties chapter, without regard of the legal resources that **KIO** is entitled to exercise against the colleague that uses such authorities to act on his/her own stead and behalf, against the interests of the company, under bad faith and/or malice and/or gross negligence in the performance of his/her duties.



4.20 Use of social media

The use of social media refers to posting comments in any application or platform on the Internet that allows it, including, without being limited to, blogs, wikis, sites such as Facebook, LinkedIn, Twitter, WhatsApp, Instagram, and YouTube, for example.

All the provisions regarding the use of image and information of the company are applicable to the use of social media.

Violations to the policies of social media of KIO Group shall be subject to disciplinary measures set forth by the Penalties chapter.

4.21 Money Laundering and Financial Criminal Activity Prevention

Money laundering is the process to conceal the nature and origin of money or other properties related with criminal activities such as drug smothering, terrorism, bribery, or corruption by entering unlawful money or properties to the commercial flow to make it seem legitimate or to make its true source or owner unidentifiable. The people involved in criminal activities intend to conceal the income from their criminal activities or pretend to make it look legitimate by “laundering” it by legitimate companies.

At **KIO** it is our responsibility to abide by the commitment of the company and report any suspicion of financial criminal activities of any third party related to our business.



4.22 Ethical commitments of the suppliers of KIO

At **KIO** we consider our suppliers as a group of interest, therefore, we have a code of conduct for suppliers, if you wish to consult it, please refer to the following link:

[Código de Ética y buena conducta de KIO-Proveedores.](#)

5. OBLIGATION TO INFORM ABOUT VIOLATIONS TO THIS CODE

Colleagues shall report to the Compliance and Ethics Committee, under the procedures indicated by this Code, the violations and/or suspected violations to this Code and/or any other guidelines of the policies of compliance and the procedures derived thereto, or else, any other law, regulation, or standards applicable. When there is no certainty regarding any situation of a possible violation, aid must be requested, or questions shall be asked to the Compliance and Ethics Committee and/or the Director of Compliance.

Colleagues shall cooperate with the investigations regarding violations to this Code and the policies and procedures derived hereto and declare the truth at all times.



6. PENALTIES

In case of violations to this Code, the Compliance and Ethics Committee might determine disciplinary measures or penalties that vary depending on the circumstances and gravity of each case, among other, the penalties shall be:

- a. Verbal warning,
- b. Written warning,
- c. Labor Violations Act,
- d. Dismissal,
- e. Other actions under the authority of law.

7. ETHICS AND COMPLIANCE COMMITTEE

7.1 Responsibility.

El Comité de Compliance y de Ética es responsable de:

- a) Supervise and guard the compliance to this Code,
- b) Nombrar al Director de Cumplimiento;
- b) Appoint the Director of Compliance,
- c) Solve any question presented to it, and
- d) Receive information on all the reports filed and, if the case might be, determining penalties or actions to be taken

All the resolutions from the Compliance and Ethics Committee shall abide by law, in observation of the laws, regulations and standards applicable, as the case might be.





8. ADDRESSING AND CHANNELS TO RECEIVE CONFIDENTIAL AND ANONYMOUS REPORTS.

In order for the Colleagues, as well as the providers, services providers and any other interested parties to have access to a reporting channel that is anonymous and confidential, the following channels are available:

Telephone: 800-04 ETICA (38422)

E-mail account: lineadedenuncia@ethicsglobal.com

Website: lineadedenuncia.ethicsglobal.com

Chat: lineadedenuncia.ethicsglobal.com

Considering that this Code does not include each and every one of the situations or circumstances that might arise, in case there is any doubt regarding the content or scope hereof, the Director of Compliance or the Compliance and Ethics Committee can be requested for more information by any of the reporting channels aforementioned.

Furthermore, the following account is available to receive any questions or comments regarding this Code of Conduct: compliance@kio.tech

9. NON-RETALIATION POLICY

There will be no room, under any circumstances, to tolerate any retaliation against any Colleague who files a report to the Director of Compliance of the Compliance and Ethics Committee, thus no Colleague shall retaliate, directly or indirectly, against other Colleague who files any report or question to the Director of Compliance or the Compliance and Ethics Committee. The Director of Compliance and the Compliance and Ethics Committee shall take the necessary measures in each case to assure that no retaliation is taken in terms of this section.

The non retaliation policy is extensive for the suppliers or any other reporter that files any report by means of the official reporting channels of KIO.

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KIO