

CODE OF ETHICS



A commitment to the employees of
the companies of

GRUPO
cars 

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Presentation

We are part of one of the most important groups of Mexico and Latin America. To continue being the leaders is a challenge that involves various aspects, in which the most important is the confidence that our organization inspires in our customers and shareholders. The former should be pleased with the products, services and care we provide, the latter must see ourselves as a safe investment.

It is vital that we as human capital, as the agents who give life to the companies of Grupo Carso, carry out our activities and functions within an ethical and legal framework.

Our success is closely related to act with integrity and professionalism. We are responsible for ensuring that our actions are on behalf of the organization and comply with the law, policies and guidelines. And it is our responsibility to require the same from external parties with whom we establish business relationships.

We must keep the Code at close hand and use it as often as needed. If doubts arise, it is best to seek advice with our supervisors or with the Human Resources area. With our help, the company's reputation as a very sound company that offers good results, will be permanent. Thanks in advance for your support and personal commitment.

Objectives of the code of ethics

Our Code of Ethics represents the Company's commitment to maintaining the highest ethical standards in the performance of all of us. Additionally, recognizes and gives the importance to comply with the laws of the countries where we operate, the policies and guidelines applicable to our organization. The dissemination of the Code plays a fundamental role that we must take, as well as the prevention and report of any violation to it, following the relevant policies.

The Code provides basic guidelines for us, employees of the companies of Grupo Carso, for our acts and for making ethical decisions.



Values



Guide the Group towards competitiveness and profitability.



Satisfy the needs of our customers with efficiency, quality and service.



Boost the professional development of our staff, according to the needs of the company.



Recognize individual and team accomplishments as a stimulus to productivity and progress.



Respect and seek the welfare of the communities and the environment in which we operate.



Business ethics

- 1 Securing our leadership in the markets in which we participate.
- 2 Monitoring constantly the profitability of our business lines, avoiding the waste of resources. We should use our resources efficiently, with the highest possible productivity.
- 3 Maintaining our competitiveness in the market through price, quality and service, as key factors to meet the needs of our customers.
- 4 Optimizing synergies within and between the companies of Grupo Carso.
- 5 Preventing possible incidents due to our management, which may affect the environment, damage our assets, or impact the community in which we operate.



Principles of conduct

- 1 We must perform all activities with adherence to the established rules, laws, regulations, policies and procedures.
- 2 Everyone deserves to be treated fairly regardless of sex, age, hierarchical level or any other characteristic or personal conviction.
- 3 All our actions must be made with honesty and integrity, it is an essential principle both as Company and as individuals.
- 4 We must accept the consequences of our decisions and take responsibility. This makes our actions reliable.

Departmental principles

Human resources

The Human Resources Department must include this Code of Ethics as a fundamental material for induction programs. The Code should display the ability to assess situations, suggest solutions and help in the decision process.

Executives

The directors of the company are the top representatives of our corporate values and must respect, promote and monitor their actions and the actions of their teams, adhering to the highest ethical concepts.

Employees

We as employees implement and materialize the goals of the company; therefore, we must understand the significance of acting and growing as a team and demonstrate our commitment to this Code of Ethics in our activities and relationships inside and outside of the organization.

Complementing the above commitment, employees will deliver to their immediate supervisor and to the corresponding Human Resources area, the Letter of Endorsement appended at the end of this document, which may be required in a periodical form, given the updates in the content of the Code or due to regulations that the organization may be required to comply.

Law enforcement

The employees of the companies of Grupo Carso must fully comply with the laws, existing rules and regulations wherever we operate and make business. Similarly, it is our responsibility to be informed and up-to-date in the above areas. We will also seek that outside parties with whom we have business relationships, comply as well.



Use and management of information

We must be aware of safe keeping the proprietary and privileged information. It is an expected conduct to keep the information safe and limit its access to those who need it due to their functions, according to the established policies.

Privacy of information within the company

We must maintain confidentiality of the information that gives us an advantage over competition or may expose us to damages if it is prematurely or inappropriately disclosed, such as formulas, patents, trademarks, technology and exclusive processes, internal calculations of unit prices, internal information on tenders, proposals to customers, or financial, strategic, corporate and confidential information about relationships with customers and suppliers.

Likewise, we will protect the privileged and strategic information such as costs and revenues, the files of our employees, their salaries, processes and procedures, the prices of our products,

customer lists, the changes in dividend policies, development of new products, mergers, acquisitions or spin-off plans and any information that may be useful for competitors.

Moreover, the information considered confidential, or non-public of the company, which we as collaborators have access, should not be reproduced without expressed permission of the area responsible of its generation and custody. Managers shall ensure that the external personnel with access to this information meet the policies and procedures, establishing control measures to preserve the interests of our organization.

Privacy of the information of Clients and Suppliers

We must not forget that the latter also includes information that suppliers or customers have entrusted to us. The obligation to preserve proprietary and privileged information continues even when the working relationship with any of the companies of Grupo Carso finishes.

Given the above, one of the measures assumed is not to discuss confidential information in public places, family circles and/or with third parties.



Conflict of **interest**

It occurs when the personal or financial interests of an employee have priority over the interests of the organization.

As members of the company we should not get involved in situations that are or may constitute conflict of interest. When we start our working relationship we must sign a commitment letter in this regard, filling a format and following the existing policy.

Process:

If some of us observe a situation that involves or may involve conflicts of interest, we must notify our immediate supervisor (using the aforementioned format), who will inform Corporate Human Resources and Corporate Internal Audit, to obtain information on how to proceed.

Supervisors with direct line will inform in a timely manner the conflicts of interests detected, avoiding any co-responsibility towards the matter.

There will be conflict of interest when any of the following situations occur:



Personal benefits or benefits for family members or friends

If we participate in an administrative decision or negotiation of any kind, which directly or indirectly can result in a personal economic benefit, or otherwise, for a close relative or an associate.



Use of Authority

If we cannot fulfill our activities due to direct or indirect pressure exercised by a third party with improper use of his position, authority or influence in the organization.



Undertaking other activities

When an outside work (paid or unpaid) adversely affects the fulfillment of our obligations within the company, or is an activity carried out in the name of the company to obtain a personal gain.



Personal Investments

When there is an economic interest in any type of company that keeps a relationship with our business, except in the cases where our involvement is exclusively as investor of public traded securities.

Likewise if there is any financial interest, through our family or friends in companies that are competitors, customers, distributors or suppliers of the companies of Grupo Carso, and this can influence the decision-making on behalf of the company.



Gifts and Entertainment

Gifts, services, entertainment activities, dinners or lunch that we accept can constitute a conflict of interest; therefore we should give up seeking or accepting favors, gifts, gratuities, courtesies from customers, employees, officials, competitors, current or future distributors and suppliers.

Promotional gifts worth up to 15 general daily minimum wages for Mexico City can be accepted. Accepting gifts of a greater amount requires the approval of the Chief Executive Officer (CEO). If such approval is denied, the aforementioned gift will be sent to the Corporate Human Resources area to define its future.

Family members and close personal relationships

Work relationships with blood relatives in ascending, descending or collateral line up to second degree can also cause conflicts of interest. Family members can work in the company, provided that the nature of the relationship does not affect either the performance of our job, nor the good relationships with the company.

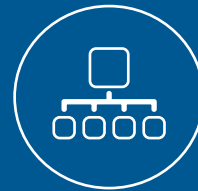
We exclude the following situations among family:



Working relationship with processes of interaction between family members.



Chief – Employee relationships.



Family members must not work for the same sector or in the same address where the employee belongs.

In the case we are aware of a business that aims to be supplier of services or products for the company in which a family member or friend works, we must not influence in the negotiations in favor of this business. If the activity we carry out has a direct relationship with the negotiations, we must excuse ourselves of participating in them, notifying our immediate supervisor in writing about the relationship with the family or friend.

If we have family or friends who work in the competition we must refrain from providing information related to the organization, as well as receiving and transmitting information from the competition to the company.

We will avoid partnering with superiors, subordinates or friends to commit indecent acts causing harm to the interests of the organization.

Any situation similar or equivalent to the described above.

Business opportunities

The employees of the companies of Grupo Carso must avoid the trading of securities or any other property or assets based on knowledge acquired in their position, if that information has not been publicly disclosed. Therefore, we should avoid giving recommendations to others about taking any investment decision based on inside information.

We shall also consider a malpractice the use of inside information for our personal benefit, or the benefit of family or friends.

We cannot use the name of the company for our own, or any other person or organization's benefit, as well as the benefits of any negotiation or potential investment, taking advantage of our position.





Information, systems and procedures **for** **business property**

The custody and preservation of company assets is the responsibility of every one; we must avoid loss, misuse, theft, damage and sabotage.

The assets of the company comprise not only the buildings, cars, trucks, machinery, furniture or computer equipment, but also drawings, designs, processes, systems, computer data, electronic or telephonic communications, voicemail, technology, business strategies, plans for product launches, advertising and promotional campaigns, as well as our brands and patents, among others.

The assets and resources that are directly allocated to us, including computer equipment (hardware and software, e-mail, internet, voice mail), should be used with responsibility and exclusively for the performance of the activities entrusted to us by the organization, respecting the guidelines given by the Corporate Information Technology area, and by the policies and procedures for this purpose.

Liability in the management of property and records

The company is required to publish information to the public and to comply with all the requirements applicable. Employees responsible for the financial information to the public, shall ensure that the disclosure is full, accurate, balanced, timely, correct, complete, and comprehensible, complying with the controls, procedures and regulations applicable.

To make reasonably good decisions we require honest and accurate information and reports. This includes commercial, financial, production, security and personal data. All book records and financial accounts to control assets and business processes should reflect transactions and events with precision and comply with accounting principles, as well as internal control systems.

Disguising or distorting information or breaking the established cycles is a very serious matter to be avoided, as well as the false recording or artificial inputs, or omitting outputs or provisions.

The directors of the companies of Grupo Carso and the staff involved in the recording of transactions, will adopt policies and

internal control guidelines to provide a reasonable assurance to the company that the requirements mentioned above are fulfilled and the financial statements are prepared with accurate and reliable data, including the required disclosure policies.

All directors, officers and employees empowered to authorize such operations as purchases, payments to suppliers or supervision of travel expenses, shall review the correct recordings in accordance with established policies.

Personnel who have access, faculty, or express authorization for the use of goods of the company, as well as its recording, merchandise, securities, cash and restricted material, are personally responsible for their safekeeping.



About personal activities on politics and community

We are free to support community organizations, political causes and religious or charitable organizations of our choice, as long as we put it clear that the expressed views and actions are personal, not of the company.

As employees we must ensure that outside activities do not interfere with our job performance. None of the members of our company can press anyone to express a contrary view to

its personal beliefs or contribute to support political, religious or charitable causes. The assets of the company cannot be used for said purposes.

Our shareholders generously support various charities and community programs of several regions where we operate. However it is not permissible that we as employees process, or agree to commit or negotiate donations or financings on behalf or account of the companies of Grupo Carso. This process requires to be rationally applied, limited to the indications of the CEO.





Policies on company property

We have the responsibility to protect the assets that the organization entrusted us. The assets may only be used for business, not for personal purposes. The person who has the possession and use of the assets is in charge of them.

Computer systems

Computer systems are essential to the daily operation of our company. It is essential that the hardware and software as well as the access, processing and storage of the data are adequately safeguarded, and used solely for the purposes duly authorized.

The company has installed security measures to protect the information technology (IT) systems. We should not use any software to circumvent these systems. We have the individual responsibility to safeguard the Company's IT systems, be aware of and understand the specific policies and guidelines

governing the use of networks, systems and electronic information.

Automation systems and microcomputers allow data to be transported easily from the office to our homes. The elements for storing information and the systems used must be physically secured, establishing control of their access.

In addition, all documentation related to the acquisition and usage of software licenses must be kept current and available for any verification. Any copying, misappropriation or misuse of the software is prohibited. The software, email, internet and voice mail are the company's property and may only be used for business purposes.

It is also important to point out the following:

- a** None of the employees may install on their computers any programs that are non-institutional, or programs that don't have license of use.
- b** We should not modify the contracted software, except in the cases allowed in the respective agreements, and under the supervision of the IT Department.
- c** Do not develop systems or programs not authorized by the IT Department.

The internal development of computer systems and software by employees for planning and implementing business activities are property of the company.

Conduct which may constitute patrimonial crime

Any act or omission that would constitute patrimonial crime against the company must be reported, identified and investigated promptly, in order to take legal action. This rule will be used for conducts that may constitute related crimes or means for the commission of a property crime, such as the formulation or reception of apocryphal or forged documents, theft of property or documents, irregular management of money and values, and so on.

Consumption of alcoholic beverages, drugs and narcotics

It is essential to work free from the influence of substances that could prevent conducting activities safely and effectively. The use, possession, sale, attempted sale, transport, distribution of manufacture of drugs, or any other controlled substance is prohibited inside the facilities or automobiles of the company.

Any employee who is under the harmful effects of drugs, alcohol or other controlled substances must abide to the corresponding discipline measures.

This applies equally to external personnel who are within the facilities of the company.

Environmental **policy**

We shall respect the environment, complying with applicable laws in the countries where we conduct our operations. We are committed to the environmental protection, minimizing the impact of our production and operational processes and doing business in ways that promote the rational and sustainable use of resources. As part of the production and operational processes, all of our businesses should work with the prevention and correction mechanisms to preserve the environment with eco-efficiency programs, such as energy saving, the permanent reduction of pollutant emissions and the confinement and safe transportation of waste and materials derived from our operation. We must disseminate among employees, customers, suppliers and the community in general, these processes and the environmental culture of Grupo Carso.



Threats and violence **at the workplace**

Abusive, hostile or offensive conduct is unacceptable, whether verbal, physical or visual. Some examples include derogatory comments based on physical, racial or ethnic features, socio-economic or cultural levels, academic achievements or activities carried out. Offensive gestures, communications and comments will not be accepted.

Mobbing and sexual harassment

Under no circumstances senior management may require a subordinate to perform different actions for whom he was hired, or pressure or force anyone to execute any act which does not correspond to his position or job description. The harassment of any employee of the company to obtain a relationship or personal favor is prohibited.

Fair competition

Regarding our competitors we must fully comply with all applicable laws in the matter and we should behave at all times in accordance with the highest ethical standards. Our competitiveness must be based solely on the merits of our products and services, the right price, the right service and the value added to our clients. We should never use any illegal or unethical methods to obtain information about the competition.

It is forbidden to take over proprietary or inside information, possess secret information regarding the trading of stocks, as well as to cause current or former employees of other companies to disclose such information. If we accidentally get access to a trade secret or confidential information of another company, or if we have doubts about the legality of any information obtained, we should consult the Legal Department.

Since the company does business in different countries, the personnel involved in trading transactions must know and respect the content of anti-trust laws in force in the country concerned.

Under these laws, corporations or individuals representing them cannot establish formal arrangements with other companies or inform or engage in activities that limit the free competition. Illegal practices can include fixing prices, distribute customers or territories, and illegally use a dominant market position.

We should not reject trade negotiations with clients who have among its suppliers direct or indirect competitors of the company, since the failure of this policy may constitute a violation of the antitrust or competition laws.



Business partners

We are directly or indirectly responsible for the procurement process, as well as hiring any type of service. We must be objective when selecting suppliers under the best conditions based on price, quality and characteristics of the goods or services and always in compliance with the procurement policies of the company.

We cannot condition the purchase of products or services to the reception of gifts. We cannot cancel the supply of products or services from competitors, with the exception of conflict of interest, confidential information or compliance with the terms of the contract. We must avoid unfair trade practices at all times in the countries where we maintain business.

Child labor and forced labor

Our company does not accept the recruitment of employees under 16 years old, and it is unacceptable to keep anyone under threat to perform activities against their will.

Media and local relationships



Communication with the media and authorities

To ensure the professional handling of requests by the mass media, this should be directed to the Corporate Human Resources area, who will channel them properly. Sometimes many well-intentioned interviewees have seen their version misinterpreted by reporters, therefore we must let the right people handle these communications.

All information provided must be truthful, accurate and clear. We will not alter or destroy documents or records in response to an investigation or legal request. We believe companies must contribute to the development of sound governance at all levels.



Public Officials

The Director of each business unit of Grupo Carso is responsible for implementing the programs in coordination with the regional and state levels of government. Any communication with agencies, officers or agents of the government, except legislative aspects, shall be carried out without the approval of the corresponding Director.

Working environment

We must treat each other with respect and fairness at all times, just as we want to be treated. We will value the differences of the various individuals involved in the companies of Grupo Carso.

Hiring, compensation, promotion and job division decisions will be taken on objective and measurable criteria, such as education, talents, achievements and performance; always complying with the internal recruitment policies and applicable labor laws.

Issues such as race, religion, age, gender, sexual orientation, disabilities, etc., will not constitute significant factors for making decisions about employees or candidates to occupy a position within the company. This is in order to remove any discrimination and promote equality of opportunity and treatment.

The promotion of a healthy work environment also depends on everyone complying with internal guidelines that apply to our area of responsibility, and in terms of the law.



Health and safety

We are responsible for maintaining a safe and clean workplace, strictly following standards and safety regulations. Similarly, the company will have facilities with hygienic toilets, drinking water and, if possible, suitable areas for food consumption.

In the companies of Grupo Carso that require it, the staff will have the obligation to use protective equipment properly and attend training courses for such matters.

We must timely report unsafe acts that put us in danger, as well as risk situations for the assets of the company. The company will also provide as needed, information concerning the health care and job security to employees.

Those who manage outside staff must ensure their adherence to the same safety and health company guidelines.

The staff responsible for industrial safety and health at work is committed to comply with the laws and regulations provided. This includes policies, practices, systems and procedures. Our cooperation is vital to prevent misconduct or recidivism that endangers the health and life of the employees, or the company's property.

The company seeks to maintain a safe work environment, not tolerating threats, acts of violence, physical or emotional intimidation. Our company prohibits the admission to our workplaces of any type of weapon or tool that could be used to harm a person.



Cooperation in investigations

We will be willing to cooperate in any investigation required by the government of Mexico and other countries where we have that obligation, under the business performed.

When we have knowledge of a situation that could result in a material impact, that under investigation or governmental request represents a risk for any of the operations of the company, we shall notify the CEO of the company, providing the appropriate proofs.

The company, through the Ethics Committee shall establish a program to check the compliance of the content of this Code. Managers of the companies of Grupo Carso should attend in a timely manner the recommendations of this body regarding internal control deviations, policies and procedures in administrative and operational areas and will implement the necessary corrective and preventive measures.

We all share the responsibility to forward the information of crimes committed in detriment of the interests of the company, and shall report serious violations to the Code of Ethics. The procedure for reception and monitoring of whistleblowing reports due to faults and/or violations of the Code of Ethics, policies and processes of the company, is established in our Whistleblower Policy.

Likewise, any investigation will be conducted with legality and respect for the law and employee rights, supporting the Ethics Committee which establishes control measures required in the professional and confidential handling of the investigation process.

Disciplinary actions can be extended to the immediate supervisor of the person who violated the Code, when it is determined that the superior was involved, incurred in negligence, lack of diligence and care.

The policies regarding recordkeeping do not allow us the destruction or alteration of incriminating documents; this could obstruct investigation processes.



On questions and suspicions, **complaints**

If you have any questions regarding the interpretation of any political or legal or ethical issue, **ASKING** is a valuable resource, there should be no fear of being mocked or marginalized.

Moreover, if we feel pressure to violate existing laws for business processes, internal policies, or the Code of Ethics, or otherwise observe any situation that worries us, **COMMUNICATING** is a good way to handle it. We will not be object of reprisals, provided that we act in good faith. Good faith does not mean we are right, but we are telling the truth as we know it.

Our philosophy of open doors allows us the freedom to approach any hierarchical level with any concerns we may have.

Take action to avoid problems should be part of the culture in the companies of Grupo Carso. If we observe a potential unethical or illegal behavior, we are encouraged to report our concerns. We will not tolerate retaliation against any employee that honestly reports such an event.

However, it is important to highlight that false reports of incidents, or reports of bad faith that willfully intent to injure the reputation, integrity or dignity of any member of our organization will not be tolerated.

Availability of the code of ethics

Every employee in the organization must know this Code of Ethics and must deliver the Letter of Endorsement signed. In addition, this Code will be available at the webpage www.carso.com.mx in order to consult any content update. Employees who interact with external personnel in the performance of their duties can invite them to read and share this commitment.

Ethics committee

It is the body appointed by the CEO of Grupo Carso, responsible for:

- 1 Establishing policies and guidelines for ethical conduct.
- 2 Monitor the due fulfillment of this Code of Ethics and the policies referred.
- 3 Take appropriate action when there is a violation of these provisions aforementioned, in terms of the relevant internal work regulations.

Corporate communication

Will be responsible for the following:

- 1 Dissemination of this Code of Ethics, including publication on the website of the company.
- 2 Updates and periodic reviews in conjunction with the Ethics Committee.
- 3 Endorse the commitment to comply with this Code to all employees when content updates are published.

Decalogue

- 1 Maintain our Mission as the guide of performance of the company.
- 2 Promote and respect our Values and Business Ethics Principles.
- 3 Exercise our activities with adherence to the Principles of Conduct and Departmental.
- 4 Ensure customer satisfaction for our products and services.
- 5 Maintain a professional and respectful relationship with our suppliers, taking decisions based on the merits of the product or service offered.
- 6 Take care and improve the use of the assets and resources of our company.
- 7 Respect the laws, rules and regulations.
- 8 Avoid establishing relationships involving conflicts of interest.
- 9 Safeguard confidential information of our customers, suppliers and employees.
- 10 Actively participate in the dissemination and compliance with the Code of Ethics.



Invitation

It is important to note that this Code does not include all the regulations that apply to every situation. Its content has to be considered along with policies, practices, instructions and procedures of the company and the requirements of the law. However, even when a situation lacked a specific guideline, we expect our employees to apply the highest ethical principles to each circumstance.

The present Code of Ethics was reviewed and approved by the following:

| Review | Review | Revisión | Review |
|-------------------------------|--|---------------------------------------|--------------------------|
| Director of Internal Auditing | Chief Financial Officer Condumex and CICSA | Corporate Director of Human Resources | Chief Executive Officer |
| Mr. Alfredo Gutiérrez Centeno | Mr. Arturo Spínola García | Mr. Raúl A. Grajales Gómez | Mr. Antonio Gómez García |

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