

# Code of Conduct and Integrity

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This code is subject to ongoing improvement and review and may be modified from time to time.

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# Message from the CEO

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## To our Associates:

El Puerto de Liverpool is committed to applying best global practices in the areas of integrity, compliance and social responsibility. All of us working in the various businesses and areas that make up this company have the mission of serving customers, everywhere, every day, for a lifetime.

Our past history underpins this present and future commitment to executing all of our responsibilities ethically, with professionalism and integrity, with zero tolerance for corruption, all of this through our associates, who are the driving force in this company's success.

Our sense of responsibility is one of our distinguishing features, and we have a standing commitment to abide by the law and to conform to certain standards on human and labor rights, the environment, anticorruption and money laundering prevention, which are detailed in our Codes of Ethics and of Conduct and Integrity.

Working together with our shareholders, employees, suppliers, tenants, business partners and customers, we are working to build a better society, by living according to our values and by conducting ourselves in an upright manner, because at El Puerto...

***“Keeping our promises is a part of our life.”***

# **MISSION AND VISION**

The Mission and Vision of El Puerto are the foundations of this Code of Conduct and Integrity:

## **Vision**

To be the most attractive option for service, variety and value

## **Mission**

To serve the customer everywhere,  
every day, for a lifetime

Doing the right thing  
Having integrity  
Respecting the law  
Responsibly following the code

***“Keeping promises is a part of my life.”***

# 1. Code of Conduct and Integrity. Scope

This document, together with the Code of Ethics, lists the behavior expected of every board member, officer, executive, employee, supplier and outside parties that have a relationship with El Puerto (collectively, "Associates"), all of whom assume an nontransferable, non-negotiable and obligatory commitment to abide by and enforce the regulations applicable in each country, state, municipality or community where we are present.

## 2. Conduct expected of our Associates

### 2.1 At El Puerto

- We provide excellent service to our customers (both internal and external), with attention, quality and on-time response.
- We respect people and we do not discriminate.
- We obey the law, acting honestly and honorably.
- We effectively use El Puerto's resources and assets.
- We efficiently manage our work times, avoiding unproductive activities and pursuing a life-work balance that optimizes our performance on both fronts.
- We align our conduct with El Puerto's values.
- We communicate and collaborate with others.
- We report conduct that goes against El Puerto's principles, values and standards, through Línea Ética.
- We use El Puerto's logo, brand, image and corporate identity, and that of its brands, to do our jobs appropriately and to comply with internal brand use regulations.
- We respect and protect the intellectual and industrial property of El Puerto and its brands.
- We comply with the policies and procedures established by El Puerto.
- We cooperate with control and oversight areas.
- We avoid any activities that might damage the image, brand or reputation of El Puerto or its Associates.

## 2.2 With our Co-workers

- We respect and support our co-workers
- We communicate openly, we listen to all opinions, and we keep our work teams up to date.
- We continually train our employees, identify their needs and invite their participation
- We respect and demand respect in labor relations.
- We prohibit any form of harassment, whether sexual, professional or personal.

## 2.3 With Shareholders

- We provide accurate information on the operations and condition of El Puerto
- We efficiently manage resources and assets.
- We act with social and financial responsibility.
- We report and sanction conduct that goes against sound business practice.

## 2.4 With Customers

- We know our customers, and we serve them respectfully and professionally.
- We maintain and protect their data in complete confidentiality, in keeping with the law.
- We provide clear and truthful information on our products.
- We avoid conflicts of interest.

## 2.5 With Suppliers

- We know our suppliers; we interact with them respectfully and professionally, and we support their advancement.
- We provide clear and accurate information in all substantive matters.
- We avoid conflicts of interest, and when there is such a conflict, we decide in favor of the interests of El Puerto.
- We select our suppliers through objective and above-board processes.

## 2.6 With records relating to commercial and financial operations at El Puerto

We account for, register and properly document all transactions, revenues, expense, commercial and financial records, without omitting, concealing or altering any data or information according to the law, as well as other applicable principles and criteria. We maintain all of our records and information to preserve El Puerto's reputation and credibility and ensure that we meet all legal obligations. Accordingly:

- We do not falsify or alter information.
- We record all activity immediately and within the proper accounting period, maintaining supporting documentation at all times.
- We record all activity in the appropriate accounts.
- We support our projections with objective documentation and on a good-faith basis.
- We ensure that all reports of accounting and financial information are prepared on time and in the appropriate form, both internally and for regulatory authorities.
- We complete all forms and formalities required by the authorities or by internal control areas of El Puerto, without distorting the information or seeking undue benefit.
- We comply with all tax regulations, pay our taxes in accordance with the law and encourage compliance by our employees and suppliers as well.
- We will only make payments or reimbursements to persons or companies that can effectively document the expense or service rendered, and having obtained the necessary approvals.

## 2.7 On the use of information

We protect our information, particularly when it is classified as internal, confidential, or restricted, under the applicable regulations. We are especially careful about the personal data of our customers, employees, suppliers, accounting or financial information, personal passwords, payroll information, trade and industrial secrets, business and investment information, among others. Specifically:

- We preserve the confidentiality of information supplied to us by customers, employees, suppliers and other parties unless it is requested of us by the authorities or under a confidentiality agreement previously authorized by the legal area.
- We classify information according to the corresponding policy so that it is appropriately handled and safeguarded.
- We consult and comply with the Policy on the Personal Information Security Management System for information on how to protect it.
- We are aware that passwords are personal and nontransferable and should not be shared with others.
- We consult and abide by the Information Security Policy.
- We safeguard files either by appropriately storing or destroying them, according to the Policy on Filing, Safeguarding and Destroying Information in the General Archive of the company, located at of our work centers.

## 2.8 With regard to conflicts of interest

A conflict of interest arises when someone's personal, family or business interests affect their ability to impartially carry out the duties assigned to them, and when this situation has the potential to affect their decisions or their actions for their own benefit or those of others. With this in mind:

- We avoid conflicts of interest that may influence our professional performance.
- We refrain from participating in decisions on matters affected by our conflicts of interest or from exercising influence on the people in charge of making them.
- We are familiar with and abide by the Policy on Conflicts of Interest, and if we have any questions we direct them to the Compliance Office.

## 2.9. On negotiations with outside parties

- We prohibit unfair, deceitful or confusing practices.
- We carry out our activities in respect for free and open competition and avoid any conduct that limits this or may be considered unfair competition.
- We present our products honestly and directly to our customers.
- We deal in an open and above-board manner and are committed to complying with El Puerto's policies within the applicable legal framework.
- We act fairly and comply with the Federal Law on Economic Competition in our commercial relations with our competitors. If we have any questions we direct them to the Compliance Office.
- We protect our reputation and respect that of our competitors.

## 2.10. Expenses

When we use or authorize the use of El Puerto's funds, we obtain the necessary approval in accordance with company policies, ensuring that the expenses is appropriate, reasonable, proportionate to the circumstances and related to pursuit of the company's goals.

## 2.11. Use of El Puerto resources

We use El Puerto's property and infrastructure only for the company's purposes, and not for our personal benefit or private use.

We carry out all of our activities for the benefit of El Puerto.



### 3. Zero-Tolerance Policy toward Corruption and Bribery

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El Puerto has a policy of zero tolerance toward all acts and conduct relating to: (i) bribery (a promise, offer, provision or receipt of an improper benefit in order to induce a person to carry out or refrain from carrying out an act they are responsible for, or abuse of real or assumed influence, in order to obtain or maintain for oneself or someone else a benefit or advantage, regardless of whether said benefit is accepted or received, or the desired result obtained); (ii) facilitating payments; and (iii) corruption (abuse of power to obtain a private benefit). These practices go against the values and philosophy of El Puerto and cause grave economic and social effects which seriously affect our country. As a result, we prohibit:

- Any involvement in a bribe, either directly or through a third party.
- The offering and/or authorization of improper payments (in cash or otherwise) to anyone, including public servants, authorities or Mexican or foreign officials.
- Inducing a person or a public servant, authority or Mexican or foreign official to act illegally or improperly.
- Offering gifts of any kind to a public servant or their representative.
- Payments to obtain a level of service to which we would normally not be entitled or have access.
- Ignoring or failing to report any sign that inappropriate payments have been made the pertinent authorities, reporting all these cases to Línea Ética.
- Inducing or abetting another person in breaking the law or violating applicable regulations.

Compliance with the Zero Tolerance Policy, Code of Ethics, Code of Conduct and integrity and all internal regulations that relate to them, is the responsibility of: (a) the Compliance Office, which monitors and provides assistance in properly implementing them; (b) the audit areas, which oversee compliance; (c) the Organizational Development area, which develops and provides training in Compliance Programs; and (d) the Ethics Committee, which issues opinions, responds to inquires, offers recommendations and imposes sanctions in cases that fall within its purview.

Failure to comply with the Zero Tolerance Policies consigned in this Code will be grounds for immediate termination of the contractual relationship, and without precluding the pursuit of other legal recourse as applicable. To ensure compliance with the law and avoid any acts or conduct relating to bribery, facilitation payments or corruption, we have the following policies:

### **3.1 Money-Laundering Prevention Policy**

- We are familiar with and comply with provisions on Money-Laundering and Terrorism Financing Prevention.
- We identify the customers and/or suppliers with whom we engage in vulnerable activities.
- We immediately communicate to the authorities any unusual or suspicious transaction, or any other sign of irregular or illegal activity, and if we have any questions we direct them to the Compliance Office.
- We participate in anti-money-laundering training programs.

### **3.2 Internal Fraud Policy**

El Puerto has guidelines to prevent Internal Fraud which are obligatory for all employees. Given its nature, this policy is internal and confidential. Any reports of violations of the policy must be communicated via the Línea Ética.

### **3.3 Donations and Social Contributions Policy**

Cash and product donations are permissible provided they are made to vulnerable groups or to recipients duly authorized by the Federal Tax Administration Service (SAT), and whose social purposes are consistent with the values of El Puerto.

### **3.4 Gifts and Gratuities Policy**

We do not request or accept gifts, payments, kickbacks or other personal benefits from/to customers and/or suppliers of El Puerto. We report any such activity to the Area Director in question.

Offering or providing gifts to public servants, regardless of the type, amount or value, goes against our philosophy. Any gift that is given as a gratification or gratuity (a payment to facilitate or accelerate a formality or process with any type of authority) is strictly prohibited. Any request for this type of gift made by or on behalf of a public servant should be immediately reported to one's immediate superior and the Compliance Office.

### **3.5 Policy on Government Relations**

Meetings may be scheduled and held with public servants, officials and government authorities, provided they are conducted lawfully and in accordance with the legitimate interests of El Puerto and that facts, information and documentation are never falsified.

Whenever possible, meetings should take place at the offices of the government agency or authority in question, and in an open and above-board fashion in order to ensure they are conducted appropriately, minimizing the risk of any improper or corrupt act.

In accordance with this code and El Puerto's principles and values, facilitation payments are strictly prohibited--meaning any form of monetary or in-kind payment to a public servant, authority or official, for the purpose of "expediting or ensuring the performance of a routine government action", in turn understood as "an action that a public servant or official would normally be expected to carry out."

### **3.6 Travel Expense Policy**

All expenses relating to commuting, travel and/or meals and lodging must be appropriate, reasonable, proportionate to the circumstances, related to the purposes of El Puerto, documented and approved by the office responsible for authorizing such expenses, and consistent with the applicable legal and fiscal requirements.

### **3.7 Invitations Policy**

Business invitations may be accepted for legitimate commercial purposes, provided they are consistent with the Travel Expense Policy (for example, in an invitation to an event from a supplier, the company will pay for lodging and transportation expenses in keeping with that policy); otherwise it must be rejected.

### **3.8 Zero-Tolerance Policy for Commercial Partners, Suppliers, Contractors and other Outside Parties**

Suppliers must be selected on the basis of objective and above-board processes, according to the internal regulations of El Puerto, which includes a Code of Conduct for suppliers that is congruent with this document, particularly with regard to the Zero-Tolerance Policy on acts and conduct relating to bribery, facilitating payments, corruption and conflicts of interest.

In engaging suppliers, no services or products may be acquired nor commissions paid to agents or other third parties who engage in actions that violate the Code of Conduct for suppliers or this Code.

## 4. Violations and Sanctions

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Failure to comply with the Code of Ethics, Code of Conduct and Integrity, and any other internal regulation stemming from them, requesting or ordering others to not comply, or failure to report observed violations, will result in a sanction pursuant to the Policy on Disciplinary Measures. Depending on the seriousness of the infraction, the sanction may range from a verbal admonishment to the formal dismissal of the employee or immediate termination of the service or commission agency agreement; all of this without limiting subsequent legal charges or actions that El Puerto may decide to pursue.

## 5. Línea Ética

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We have a whistleblower system that guarantees confidentiality to the extent permitted by law. Under this system, any person who has relationship with El Puerto, including employees as well as outside parties, may report violations of its codes and policies and inappropriate conduct such as corruption or bribery, fraud, violations of the Code of Ethics, Code of Conduct and Integrity, internal regulations or the law. This system forbids reprisals against those making the reports.

**Reports may be filed through “Línea Ética” using the following channels:**



**Webpage: [www.lineaetica.org.mx](http://www.lineaetica.org.mx)**



**E-mail: [contactanos@lineaetica.org.mx](mailto:contactanos@lineaetica.org.mx)**



**Phone: 01 800 633 8133**

