



	<b>DETAILED ANTI-CORRUPTION &amp; ANTI-BRIBERY POLICY</b>			<b>CORPORATE</b>
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## DETAILED ANTI-CORRUPTION & ANTI-BRIBERY POLICY


Review N°		Name and Position	Signature	Date
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## 1. INTRODUCTION

One of the main challenges organizations have to deal with nowadays, is properly managing risks related to corruption (public and/or private), collusion, influence peddling, fraud, bribery or any other crime that could be committed in their name or on behalf of them, and for their direct or indirect benefit.

MINSUR S.A, its related companies, subsidiaries and affiliates (all hereinafter, "MINSUR"), have implemented a Corporate Compliance System, comprised by statutory provisions and compliance standards that aim at consolidating MINSUR's ethical culture and preventing illegal activities.


In that sense, we have prepared and disseminated a Corporate Anti-Corruption and Anti-Bribery Policy, which is a corporate statement complemented with other internal policies and procedures. This policy prohibits any form of corruption, collusion, influence peddling, among other criminal offenses, in the course of our activities.

Likewise, we have prepared, reviewed and periodically updated our detailed Anti-Corruption and Anti-Bribery Policy, whose initial version was approved on December 27<sup>th</sup>, 2017, with the purpose of presenting the details and the formal procedures to be followed to mitigate the risk of crimes being committed in the course of our daily activities. Thus, we are aligned with MINSUR's strategy and our Corporate Compliance System's purpose in the fight against illegal activities and/or those against MINSUR's corporate values.

MINSUR pledges to conduct its activities abiding by the strictest requirements of domestic laws; Law 30424 – Law that regulates the liability of legal entities and its Regulations, approved by Supreme Decree 002-2019-JUS; its amendments; the Criminal Code; the Prevention Model guidelines, published by the National Securities authority (SMV); international standards, such as ISO 37001:2016; the guidelines of BRECA's Corporate Compliance Program; as well as the guidelines of the International Council on Mining & Metals - ICMM. In addition, in accordance with the provisions of the Policy hereof, MINSUR rejects any conduct that, even if not prohibited by domestic law, is not desirable because it is prohibited in other regulatory frameworks of reference and/or by the best international practices.

This Policy does not admit any exceptions and should not be compromised or limited by any persons, acting individually or on behalf of MINSUR or any other related company, subsidiaries or affiliates.

## 2. SCOPE

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This Policy applies to all collaborators of MINSUR, its subsidiaries and affiliates, regardless of nationality, employment status or place of residence.

Likewise, it extends to any individuals or legal entities who interact with MINSUR, such as customers, suppliers, contractors, third parties and intermediaries<sup>1</sup>, among others, who may represent or act on behalf of MINSUR, either under an agreement involving MINSUR or in any other situation (also called "Strategic Partners").

### 3. OBJECTIVE


The objective of this Policy is to prevent and detect, in a timely manner, any type of corruption (public or private, as well as influence peddling, collusion and bribery) in all transactions involving MINSUR, as well as to respond properly. In addition, this Policy provides the framework for establishing, reviewing and achieving the objectives of MINSUR's Corporate Compliance System.

This Policy offers guidelines that allow identifying situations of corruption, collusion and influence peddling. In addition, it sets forth procedures to ensure that all MINSUR collaborators, its intermediaries and/or strategic partners, have a clear and consistent understanding on how to identify, avoid, prevent and report acts of public and private corruption.

### 4. DEFINITIONS

- i. Senior Management: The General Manager and Directors, who are part of the Executive Committee (EXCO) of MINSUR, as well as the corporate managers.
- ii. Code of Ethics and Conduct: Document containing the statement of values and principles that govern the behaviors and actions of MINSUR's collaborators and third parties with whom it has a business relationship.
- iii. Integrity Channel: It is the mechanism that collaborators use to report doubts and concerns in the case of potential irregularities and/or breaches of MINSUR's Code of Ethics and Conduct, as well as any violations to the law.


<sup>1</sup> An intermediary is any third party hired to act for or on behalf of MINSUR to facilitate the procurement and/or maintenance of business. Intermediaries can be consultants, agents and/or advisors or their subcontractors acting directly or indirectly on behalf of MINSUR.

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- iv. Collaborators: All direct employees working for MINSUR, as well as Directors, Executives, administrators, attorneys-in-fact and, in general, anyone holding a position in MINSUR.
- v. Compliance and Human Rights Committee: It is responsible for promoting ethical behavior in MINSUR, as well as evaluating and making decisions in the event of infringements to the Corporate Compliance System. It is comprised by the General Manager (Chairman), Audit Director (Secretary), Director of Corporate Affairs, Director of Human Resources, Corporate Legal Manager and the Legal Compliance and Permits Manager (Prevention Manager/Compliance Officer of the Corporate Compliance System).
- vi. Mining Division: Breca's companies and subsidiaries dedicated to mining activities.
- vii. Compliance Officer: Collaborator appointed by the Board of Directors as Compliance Officer of MINSUR's Corporate Compliance System (CCS), who is responsible for designing, implementing and supervising the proper functioning of, and compliance with the Corporate Compliance System, including its policies, directives, procedures, standards, management tools, among others.
- viii. Corporate Compliance System: It is a system of regulations, mechanisms and procedures (established in codes, policies, among others) for prevention, surveillance and monitoring purposes, implemented by MINSUR to reasonably mitigate the risks of crimes being committed and to promote an institutional ethical culture.
- ix. Strategic partner: Includes, but is not limited to, customers, final beneficiary, business alliances, joint venture members, suppliers, contractors, consultants, sub-contractors, vendors, advisers, agents, distributors, representatives and intermediaries.
- x. Mining Unit: is the economic unit that operates under the control of a single owner or controlling entity, carrying out certain mining activities, such as the extraction, exploitation and/or processing of metallic or non-metallic minerals.

## 5. POLICY

This Policy prohibits MINSUR, its collaborators or any strategic partners from making any offer, promise, direct or indirect payment, or even insinuations to a public official and/or


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servant, and/or any third party, with the purpose of obtaining an undue benefit -either direct or indirect-, economic or otherwise.

Therefore, MINSUR states that there are no excuses or valid reasons to tolerate or accept irregular conducts related to the crimes we seek to prevent within the framework of our Corporate Compliance System, regardless of whether they aim at retaining or obtaining business opportunities, or gaining improper or undue advantages. This way, MINSUR reaffirms its commitment to comply and act in accordance with the Corporate Compliance System.

## **6. RESPONSIBLE OFFICIALS AND MAIN DUTIES**

- The Board of Directors -MINSUR's highest governing body-, entrusts the General Management with the review and approval of this Policy and its updates. These are periodically reviewed by the Compliance Officer, considering the recommendations of the Internal Audit Manager.
- The Board of Directors shall reasonably ensure that MINSUR's strategy and this Policy are aligned over the course of the company's activities.
- The Compliance and Human Rights Committee shall handle any corruption-related complaints received through the Integrity Channel and order the corresponding investigations.
- The Compliance Officer shall ensure compliance with this Policy, reporting directly to the Compliance and Human Rights Committee and Senior Management of any relevant event or change.
- The Board of Directors, together with the General Manager and the Compliance Officer, shall reasonably review the implementation of the Corporate Compliance System and compliance with this Policy, on a regular basis, within MINSUR's Audit, Risk and Compliance Committee. The Compliance Officer will have full authority and functional independence, reporting only to the General Manager, so that the review is conducted effectively under the mechanisms of the Corporate Compliance System. Because of these characteristics, MINSUR's Compliance Officer will be able to know how the Corporate Compliance System is managed, how it works and non-compliance events, as well as to reach agreements and take action on these issues.
- Internal Audit Management shall annually assess the Corporate Compliance System's performance. The corresponding reports shall be submitted to the Board of Directors, who shall review -at planned intervals- the information on the content and operation of the Corporate Compliance System. When deemed necessary, the Board of Directors will allocate and distribute adequate, appropriate and necessary resources for the Corporate Compliance System to work properly.

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- The Compliance Officer, in coordination with the Human Resources Management and the Logistics and IT Management, shall be responsible for disseminating this Policy to all MINSUR's collaborators and for making it available to third parties with whom contracts have been entered into.
- The Collaborators shall unconditionally enforce and comply with this Policy, and fulfill the principles established in MINSUR's Code of Ethics and Conduct.

## 7. GENERAL GUIDELINES

As a general rule, all MINSUR's collaborators and strategic partners must ensure that they act with righteousness and integrity when dealing with public and/or private officials and/or servants. In this sense, to avoid getting involved in a situation that poses a risk of corruption, the following questions should be taken into consideration:




MINSUR's collaborators shall know and abide by this Policy, as well as by other policies and procedures that are part of MINSUR's Corporate Compliance System.

## 8. SPECIFIC GUIDELINES

The following guidelines shall be taken into consideration to avoid situations that may represent a risk of corruption or bribery. Likewise, they are intended to provide parameters for action in all the situations provided for.



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However, the guidelines hereof do not exempt from the duty to know, consult and fully abide by the policies, clauses and other documents comprising MINSUR's Corporate Compliance System.

## **8.1 Illegal practices**

### **8.1.1 Corruption or Bribery**

It is the act of giving, offering, promising something of value or any advantage to a public official and/or servant to perform or fail to perform acts in violation of their obligations. There are several types of corruption, for example, through:

- Cash payments.
- Political contributions.
- Gifts, hospitality and courtesies.
- Donations.
- Facilitation payments.
- Extortion.
- Promises and offers.

It is prohibited to accept or offer -either direct or indirect- payments, promises or rewards in cash or in kind, to strategic partners, public officials and/or servants, or their relatives<sup>2</sup> in order to influence their decisions, generate or maintain a business or obtain undue benefits.


All MINSUR collaborators are responsible for ensuring that third parties -with whom they have a relationship- comply with this Policy. Therefore, it is their duty to ensure that the abovementioned third parties have a written commercial contract or agreement, which formally reflects the scope of the services they will perform, the economic terms and the obligation to comply with MINSUR's anti-corruption Policies, among others.

### **8.1.2 Private sector corruption**

Private sector corruption refers to any MINSUR's strategic partner, shareholder, manager, director, administrator, legal representative, proxy, collaborator, directly or indirectly, accepting, receiving or requesting a donation, promise or any other advantage or undue benefit of any nature, for themselves or for a third party, to perform or fail to perform any acts that: (i) allow favoring a specific party in the procurement or sale of goods or

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<sup>2</sup> Includes spouse, partner, fiancé.

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merchandise, in the procurement of commercial services or in their business relationships; and/or (ii) harm MINSUR.

Private corruption is also promising, offering or granting to shareholders, managers, directors, administrators, legal representatives, attorneys-in-fact, collaborators or advisors of any company or third party, an undue advantage or benefit (of any nature) to perform or fail to perform any acts that: (i) allow favoring MINSUR in the procurement or sale of goods or in their business relationship; or (ii) harm the company or the recipient's company.

Likewise, it is forbidden to take advantage of our position in MINSUR for our personal benefit and/or for the benefit of third parties in any action, contract, operation or transaction involving MINSUR. Similarly, if a collaborator participates in MINSUR's management, and is also responsible for the total or partial management of another person's or company's assets, he/she shall not benefit one to the detriment of the other, and must report such possible conflict of interest to the Compliance Officer, or through the additional channels established in the Policy and Procedure for the Prevention and Management of Conflicts of Interest.

### **8.1.3 Collusion**

It is the direct or indirect intervention of a public official and/or servant in public procurement or concession procedures, making an agreement with the interested parties, with the purpose of defrauding the government or a public entity.


### **8.1.4 Influence Peddling**

It occurs when a person has, or claims to have, real or simulated influence over a public official and/or servant, and offers to use it on someone else's behalf in a judicial or administrative case that such official or servant is hearing, has heard, or will hear, in exchange for a donation, promise or any other advantage or benefit for him/herself or for a third party. The offence is committed by both the individual who offers to use his/her influence and those benefiting from it.

### **8.1.5 Political Contribution**

It is the financial assistance to a candidate, an official and/or servant holding a public office, or a political party.

MINSUR's collaborators are prohibited from making any contributions -either with MINSUR's or with their own resources- to political campaigns on behalf of MINSUR. They shall also refrain from making contributions -either directly or indirectly- to candidates to a public office,

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political parties or political parties' officials, or to any other organization or person connected with an election to a political office.

MINSUR's collaborators may make political contributions in their personal capacity and engage in political activities in their time off. However, given that they are also MINSUR's collaborators and their activities could be confused with those of MINSUR, they shall:

- Expressly state that these are their own points of view and not those of MINSUR.
- Refrain from using MINSUR's time and/or property to carry out their personal political activities.
- Refrain from obtaining a refund for their contributions from MINSUR, by any means.

#### **8.1.6 Facilitation Payments**

It is the offer, delivery or promise of a benefit made to any public official and/or servant, aiming at speeding up a process or procedure he/she is in charge of, or getting a permit, license or any other governmental document he/she is in charge of issuing when performing his/her duties. In Peru, facilitation payments are deemed as corruption offences. Thus, MINSUR strictly prohibits offering any benefit as a facilitation payment.


If you are not sure whether a requested or proposed payment could be deemed as a facilitation payment, or if you have any other doubts regarding these payments, please ask MINSUR's Compliance Officer first.

#### **8.1.7 Extortion**

MINSUR and its collaborators must reject any conditions or constraints, as well as any direct or indirect request for bribes by third parties, including extortion situations. MINSUR is aware that it in some cases by not agreeing to pay bribes the collaborator's wellbeing and safety may be endangered. If you find yourself in such situation you should never put yourself at risk, and you should make reasonable steps to ensure your safety. In these cases, MINSUR will not retaliate against the affected party, who shall immediately communicate such situation to the corresponding Manager and the Compliance Officer.

#### **8.1.8 Public Official and/or Servant:**

Public officials, also called public servants are individuals acting on behalf of a local, regional, state or national government, judges, any worker of a public entity, and, in general, anyone who has an official relationship with the Peruvian State (for example, elected

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officials, customs officials, judges, prosecutors, etc.), or with other countries. The following individuals are also included, without limitation:

- i. Individuals acting on behalf of a company belonging to the Peruvian Government (for example, mayors, councilmen, directors, technical evaluators, among others);
- ii. Political parties or candidates for public office; and
- iii. The persons referred to as public officials and/or servants in article 425° of the Peruvian Criminal Code<sup>3</sup>.
- iv. The persons referred to as foreign public officials and/or servants in article 425 A° of the Peruvian Criminal Code<sup>4</sup>.

## **8.2 Measures to prevent suspicious behaviors or those appearing to be illegal**

### **8.2.1 Gifts, hospitality and courtesies**

The purpose of having business courtesies is to create a good working relationship, provided that they are not used with the intention of unduly influencing the recipient's decisions, and that they are not contravening any laws or the policies of MINSUR's Corporate Compliance System.


<sup>3</sup> **"Article 425°.- Public official or servant**

*The following are considered public officials or servants:*

1. *Those who are included in the administrative career.*
2. *Those who hold political or trusted positions, even if they result from popular election."*
3. *Anyone who, regardless of his/her employment regime, has an employment or contractual relationship of any kind with State entities or agencies, including State-owned enterprises or partly State-owned companies included in the business activity of the State, and because of this he/she performs duties in such entities or bodies.*
4. *Administrators and depositaries of funds seized or deposited by a competent authority, even if they belong to individuals.*
5. *Members of the Armed Forces and National Police.*
6. *Those appointed, elected or proclaimed, by competent authority, to carry out activities or duties on behalf or in service of the State or its entities.*
7. *Others indicated by the Political Constitution and the law."*

<sup>4</sup> **"Article 425 A°.- Foreign public officials and/or servants**

*A foreign public official or servant is anyone who, regardless of the nature of their relationship with a foreign State's entities or bodies, foreign military, police or any national security agencies, companies that are included in a foreign State's business activities and based on this act as a member, official, designated or appointed person, or representative of such foreign State, even if their position results from popular election. Those who perform these roles or duties in international organizations are included herein."*

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### 8.2.1.1 Gifts

The concept of gift considers those received physically and those received through virtual or digital means (e.g., access to fee-based courses, consumer vouchers, online invitations, among others). Furthermore, the provisions of this section also apply to gifts sent to the collaborator's home as a result of online work or other circumstances.

Items delivered to promote MINSUR's brand or that of third parties shall not be deemed as "gifts". For instance, items with MINSUR's brand or logo (e.g., pens, key chains and notebooks, among others of similar value) provided that such items are handed by MINSUR's collaborators or representatives of a third-party, within the framework of events or conferences where MINSUR participates.

#### i. ***Gifts from MINSUR to public officials and/or servants:***


MINSUR's collaborators **shall under no circumstances offer, promise or give** gifts to national or foreign public officials and/or servants, **or receive any gifts from them, regardless of their volume or amount.**

#### ii. ***Gifts from MINSUR to private parties***

MINSUR's collaborators **shall not offer, promise or give** any gifts to private individuals, unless with the exceptional approval of the Compliance Officer and the Manager of the area requesting the exception. In the absence of an agreement or if the Compliance Officer considers it relevant, the exceptional situation shall be approved by the General Management.

In the event of such an exception, the collaborator shall register the gift, its value, opportunity and beneficiary, taking into account the following guidelines:

- Value and type of gift: Under no circumstances the gift may exceed 50 dollars or its equivalent in soles. The value shall be calculated based on the current market value. Likewise, the gift may not be something for personal use (watches, clothing, trips, electronic objects, among others).
- Frequency: In case the Compliance Officer approves offering or delivering a gift, the beneficiary shall not receive another gift within the next year after the approved gift was delivered.
- Opportunity: A gift shall not be given during, or immediately after, the negotiation of business conditions, and/or during the provision of services or purchase of goods under an agreement entered into with MINSUR.

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- **Reasonableness:** The identity of the recipient or beneficiary must be taken into account. For example, if he/she has the power to award contracts or is responsible for conducting selection or bidding processes, among others. Such circumstances shall be evaluated by the Compliance Officer.

**iii. Gifts to MINSUR's collaborators from private parties:**

As a general rule, no collaborator may **accept or receive** any gifts from any strategic partner or any third party, within a business relationship with MINSUR.

When applicable, the collaborator shall consider that:

- All gifts received by mail or other delivery services must be refused immediately.


It is the responsibility of all MINSUR's collaborators to inform strategic partners – either potential or actual – and/or third parties in general about this section and, in particular, about the prohibition to accept gifts.

- In those cases where it is not possible to refuse gifts, this situation shall be communicated to the Compliance Officer, who must then handle them according to the nature of the gift and the practices established in the Corporate Compliance System.
- It is the responsibility of all MINSUR's collaborators, in these cases, to inform the Compliance Officer of any gifts they have received.

**iv. Gifts to MINSUR's Collaborators from Public Officials and/or Servants and/or Communities:**

MINSUR's Collaborators may only receive gifts from public Officials and/or Servants and/or representatives of Peasant Communities of its mining units' areas of influence, when these are commemorative gifts (plaques, scarves or similar gifts, made by local artisans) offered in ceremonies held to celebrate having reached social agreements (Framework Agreements, Social Development Agreements and Inter-institutional Cooperation Agreements), entered into for the benefit of such areas of influence.

Those gifts shall be reported to the Compliance Officer and the Unit Manager by the head of the area that receives them. The Compliance Officer will provide the corresponding recommendations.

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**v. Gifts to and from officials of the Breca Group:**

On the occasion of any festivity, celebration or event, MINSUR's collaborators may accept, receive, offer and deliver gifts from and for other officials who, at the time of acceptance, reception, offer and delivery, belong to any of BRECA Group's companies, provided that it doesn't take place within the framework of a business relationship between any such companies and MINSUR. After gift delivery or reception, an e-mail report by the corresponding MINSUR's collaborator to the Compliance Officer for record-keeping purposes shall be enough.


**8.2.1.2. Hospitality and Courtesies**

**i. *Hospitality and courtesies from MINSUR to public officials and/or Servants:***

MINSUR's Collaborators shall not provide or receive any hospitality or courtesies (invitations to meals, institutional or entertainment events, among others) to any national or foreign public official and/or servant, **regardless of their volume or value.**

The following exceptions apply:

- Occasionally, government agencies as well as public officials and /or servants ask for MINSUR's support, within the framework of official activities. These include, for instance, requests for means of transport to go the Mining Units, meals and/or lodging, provided that there is a justification explained by the authority through a formal communication. These requests may only be viable in the cases contemplated in the Corporate Procedure for Interaction with public officials and/or servants, which are indicated below:
  - When the public official and/or servant, who has to conduct a procedure on field in one of the Mining Units, requires assistance from MINSUR to carry out his/her duties of control or supervision.
  - When the public official and/or servant requires assistance to participate in an institutional meeting, negotiation or round table, or to carry out any public management duties for the legitimate and collective benefit of people living in the area of influence where MINSUR's mining units operate.
  - When a security emergency occurs in one of MINSUR's mining units and the public official and/or servant requires assistance to reach the area.
- Occasionally, MINSUR is invited to commemorate national holidays (Independence Day, Battle of Angamos, among others) and official events promoted by public entities

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through the delivery of flowers and other courtesies of similar characteristics, with the purpose of showing respect and celebrating these holidays and/or activities. These requests shall be authorized by the manager of the corresponding area and the Compliance Officer.

ii. ***Hospitality and courtesies from MINSUR to private parties:***

MINSUR's collaborators **shall not offer, promise or provide** any hospitality or courtesies (invitations to meals, cocktails, institutional or entertainment events, among others) to private individuals, since such offers could be misinterpreted by third parties or strategic partners with whom we interact.

However, we recognize that there are well-grounded situations that shall be considered exceptions, which must be duly communicated and approved.

The following exceptions apply:

- Invitations to work or training events organized by MINSUR for suppliers and/or contractors, with the approval of the Director of the requesting Management area and the Compliance Officer.
- Delivery of courtesies<sup>5</sup> of symbolic value or merchandising to customers or potential customers, with the prior communication to the Chief Financial Officer as well as to the Compliance Officer of MINSUR.
- Invitations to dinners or specific events<sup>6</sup> with customers or potential customers (of a reasonable value or in line with the customer's or potential customer's regular standards). For example, those that are part of a meeting or other event, where business discussions are held in good faith, organized by the Commercial Management. These shall previously be informed to -and approved by- the Commercial Manager and/or the Chief Financial Officer, as appropriate, and reported to the Compliance Officer for record-keeping purposes and to receive the corresponding recommendations. Expenses derived from such dinners or events may be assumed, indistinctly, by the customer or potential customer or MINSUR's collaborator. The latter may apply for reimbursement, following MINSUR's Reimbursement Procedure<sup>7</sup>.


iii. ***Hospitality and courtesies to MINSUR's Collaborators from private parties:***

<sup>5</sup> Courtesies within the commercial and public relations strategy, carried out by the Commercial Management and the Finance Department.

<sup>6</sup> Invitations made by MINSUR within the commercial and public relations strategy, carried out by the Commercial Management.

<sup>7</sup> Remember that reimbursement for alcoholic beverages is not allowed, since they are not allowed in work meetings.




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As a general rule, Collaborators shall not accept or receive any hospitality or courtesies (in person or online) such as invitations to meals, institutional or entertainment events, or other similar events, from any strategic partner, or from a bidder that expects to enter into a business relationship with MINSUR.

Notwithstanding the above, we recognize the need to promote and build our relationship with Strategic Partners, and thus we have outlined some exceptions.

The following exceptions apply:

- It is allowed to attend conferences, fairs and events open to the public (not exclusive to MINSUR) to generate potential or new businesses and/or to better know the market.
- The participation of MINSUR's collaborators as speakers or moderators in events, such as training sessions, webinars, talks, workshops or free conferences sponsored by Strategic Partners is allowed, provided that it does not involve the acceptance or delivery of a payment or benefit in any way (including entertainment), and that it does not generate a potential or apparent conflict of interest and/or illegal conduct.
- MINSUR's collaborators are allowed to be participants and guests in events, such as training sessions, webinars, talks, workshops, free conferences offered by strategic partners to their counterparts in general (which are not exclusive for MINSUR's collaborators), provided that these contribute to the performance of their duties, do not involve the acceptance or delivery of any payment or benefit (including entertainment services) and do not generate any potential or apparent conflict of interest and/or illegal conduct.
- In the event that MINSUR's collaborators meet at the office of a strategic partner or a potential partner to carry out legitimate business discussions and a modest meal or courtesy is offered through an internal catering service and/or according to the partner's standards. In this case, the expenses will always be assumed by the Strategic Partner.
- In the event that any MINSUR's collaborator travels with a Strategic Partner or potential partner for a long period of time, meals may be paid by the Collaborator and the other party alternatively, provided that in the end they pay in equal proportions and the cost is proportional and reasonable to the meal they had.
- It is allowed to attend charity events, for free or sponsored by Strategic Partners only in the following cases: (i) provided that MINSUR makes a charitable donation, approved pursuant to its policies, or (ii) provided that MINSUR is invited -as part of the audience- to events promoting public welfare and/or good customs. Under no circumstances will the participation of a Collaborator be authorized when there is a potential or real conflict of interest, or the invitation is conditioned to the delivery of any payments or benefits.
- Invitations to business lunches and dinners, or to specific events organized by customers or potential customers (of a reasonable value, or in line with the customer's

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or potential customer's regular standards), which have been informed and approved by the General Manager, and/or a General Manager's direct report, as it may correspond. These events shall be duly reported to the Compliance Officer for record-keeping purposes and to receive the corresponding recommendations.

In the event that any of the aforementioned exceptions applies, it must be assessed that such event does not compromise our judgment or affect our independence with respect to those who invite us, or even if it could be interpreted by third parties as a loss of independence.

The exceptional acceptance of hospitality and/or courtesies shall be reported to the corresponding supervisor for approval and later communication to the Compliance Officer.

Under no circumstances may tickets or invitations to entertainment, sports and concert events be accepted, even if they are free, regardless of whether the event is held during business hours or on your time off (i.e., no leave of absence may be taken to bypass this rule).

For situations not deemed as exceptions in this Policy, the corresponding assessment and approval shall be requested via email to the Director of the requesting management area and the Compliance Officer for their corresponding analysis, recommendation, approval and documentation.


iv. ***Hospitality and courtesies to and from Breca Group's officials:***

On the occasion of any holiday, celebration or event, MINSUR's collaborators may accept, receive, offer and deliver hospitality and courtesies from and to other officials who work for any of BRECA Group's companies at the moment such gifts are accepted, received, offered and delivered. Once the gift has been delivered or received, the collaborator shall inform the Compliance Officer via email for record-keeping purposes.

**8.2.2. Donations**

A donation is the delivery of funds or other material goods, usually for charitable or humanitarian reasons, or for the benefit of Peasant Communities and social organizations in the areas of influence of MINSUR's mining units.

Donations are regulated in MINSUR's "**Procedure for approval of donations and expenditures in social investment programs and projects**" (including its updates and/or

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partial modifications). It is supervised by the Social Management team. MINSUR prioritizes long-term sustainable development projects that invest in (i) infrastructure (ii) health and education, and (iii) productive development.


The following are donations to be evaluated:

- Requests made by institutions or groups of people of the area of influence of MINSUR's operations or explorations, which aim at the benefit of the majority.
- Requests that are linked to an already existing sustainable project, i.e., the donation complements such project, or contributes to complete/implement it.
- Humanitarian or emergency requests to assist people in the area of influence of MINSUR's Mining Units or exploration projects.
- Those included in the social investment plan chart, approved by the Social Management Department, as a result of commitments made with public entities, which are related to the projects listed in Framework Agreements, or those that may be part of commitments made in MINSUR's environmental management instruments.

To make these donations effective, they shall be assessed and approved by the Donations Committee in accordance with the provisions of the current Procedure for approval of donations and expenses in social investment programs and projects. Then, the Legal Compliance Management and the Corporate Legal Management shall review the legal and formal aspects to implement these donations.

The following donations shall not be assessed or accepted:

- Donation requests with political objectives (for candidates, political parties, elections and other similar ones).
- Requests for cash donations without a justification supporting the approval of cash delivery or transfers to bank accounts of public entities.
- Deposits to accounts of public or private officials and/or servants are prohibited without exception.
- Donations for personal purposes.
- Donations requested by a public official and/or servant and those for institutions where the beneficiary is a public official and/or servant or his/her relatives, or any group or political party.
- Direct or indirect contributions to authorities, agencies or governmental institutions that have not been authorized in accordance with the Procedure for approval of donations and expenditures in social investment programs and projects.

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Donations contravening the provisions of MINSUR’s Code of Ethics and Conduct, the Procedure for approval of donations and expenses in social investment programs and projects, or the Policy hereof shall not be allowed.

### **8.2.3. Meetings with Public Officials and/or Servants**

Meetings with public officials and/or servants are subject to certain guidelines.

Any meeting held with public officials and/or servants shall be held in a transparent manner, fulfilling the obligation to record it or similar obligations imposed by the legal framework and our **Corporate Policy and Procedure for interaction with Public Officials and/or Servants**.

Within the framework of these meetings, MINSUR’s collaborator and/ or Strategic partners acting on behalf of MINSUR shall not make any offer, promise or delivery of any sum of money, gift, hospitality or courtesy. At all times, the conduct and conversation with public officials and/or servants shall abide by the principles and values of the Code of Ethics and Conduct, and the provisions of MINSUR’s Corporate Compliance System.

Exceptional situations shall be addressed as established in MINSUR’s Corporate Procedure for Interaction with public officials and/or servants.

## **9. SYSTEMS AND PROCESSES TO REDUCE MINSUR’S EXPOSURE TO RISKS**


### **9.1 Books and records**

MINSUR has a system of internal accounting controls that are enough to reasonably ensure that transactions are authorized, processed and recorded correctly. All MINSUR’s collaborators shall comply with this system, as required by their duties.

### **9.2 Procurement and hiring**

Strategic Partners shall be hired through a fair and formal process that includes, when appropriate, written anti-corruption requirements.

Since strategic partner’s activities conducted on behalf of MINSUR could pose corruption risks, due diligence procedures shall be carried out to reduce the risk of them making, offering or promising unlawful payments to public officials and/or servants. In this sense, our collaborators shall be diligent when assessing and selecting our Strategic partners.

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It is the duty of our collaborators to ensure that all activities and transactions are duly authorized, properly recorded and that they are carried out in accordance with MINSUR's Policies.

In this sense, MINSUR's collaborators shall pay attention to the following red flags, without limitations:


- The Strategic partner is recommended by a public official and/or servant.
- The Strategic partner is a former public official and/or servant or politically exposed person (PEP).
- The Strategic partner has no experience in the tasks or works required by MINSUR, or is hired solely through the influence of a public official and/or servant.
- The Strategic Partner is not transparent in its actions or hides certain information despite MINSUR's repeated requests.
- The Strategic Partner proposes to be paid in cash or in an offshore account repeatedly.
- The Strategic Partner does not adhere to or accept (for no apparent reason) the registration documents and compliance policies provided by MINSUR.
- The Strategic Partner refuses to provide expense support information requested by MINSUR.
- The Strategic Partner requests additional compensation when there is no need to do so.
- There is public news that a public official and/or servant, and/or their close entourage is/are shareholder(s) or representative(s) of a Strategic Partner.
- There is public news that a Strategic Partner is under investigation for money laundering and/or other criminal activities.

### **9.3 Company or business acquisitions or mergers**

MINSUR must carry out a due diligence procedure in order to determine if the company or business to be acquired, and the people related to it, have been involved in illegal actions related to corruption or other offences. Likewise, MINSUR shall apply the corresponding controls to address the risks posed by the acquisition or merger. This procedure shall be carried out by the Legal Corporate Management and the Business Development area in mandatory coordination with MINSUR's Compliance Officer.

Likewise, the areas involved shall document the due diligence procedure, and submit it to the Compliance Officer for record and safekeeping purposes.

During the due diligence process, MINSUR shall consider the following minimum guidelines:

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- Identify the relationship that the target company has, or has had, with public entities or public officials and/or servants, within the scope of its business activities.
- Evaluate the reputational background of the main shareholders, representatives and attorneys-in-fact of the company or business to be acquired.
- Evaluate the company's and its legal representatives' criminal records against international sanction lists.
- Identify if the company to be acquired has a Crime Prevention System and controls to mitigate corruption risks.
- Agreements should include the necessary clauses and guarantees to ensure that the acquired company or business complies with anti-bribery laws, and to clearly hold accountable those responsible for events that occurred prior to the acquisition.
- Additional measures required to be adopted for specific cases, if the acquisition is made.


#### **9.4 Business with third parties**

MINSUR usually hires third parties (individuals and entities) to provide services on its behalf or for its benefit (for example, law firms, external consultants, or -within the framework of joint businesses- consortiums, joint ventures and other types of associations). Similarly, MINSUR usually hires third parties for the purchase of goods within the framework of its business activities. Considering the above, and in accordance with current criminal laws, under certain circumstances MINSUR may be held liable for the unlawful actions incurred by such third parties.

Any MINSUR's collaborator who has a reason to believe that a third party, while performing the representation activities entrusted to him/her, infringes or has infringed the laws in force, his/her contractual obligations and/or the principles of this Anti-Corruption and Anti-Bribery Policy, shall report the situation to the Compliance Officer.

In order to hire the third parties mentioned in this section, whether they are natural persons or legal entities, MINSUR shall meet a series of requirements under current anti-corruption laws; which are, but are not limited to, the following:

- i. Before MINSUR enters into business agreements or contracts with third parties, a reasonable and documented due diligence process shall be carried out, requesting documents that allow knowing their personal background relevant to the business relationship.
- ii. Third parties shall receive MINSUR's Code of Ethics and Conduct for Suppliers and Contractors, as well as complete the affidavit of Adherence and Prevention of Conflict-of-Interest. In addition, they shall receive a copy of this Policy and agree to comply with it by signing the Affidavits of the corresponding business agreement.

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- iii. Third parties representing MINSUR before public entities shall also receive the Corporate Policy and the Corporate Procedure for Interaction with public officials and/or servants to ensure they comply with them, as applicable.
- iv. Agreements with third parties must be in written, shall include anti-corruption clauses, and shall have been reviewed by the Corporate Legal Management and corresponding user areas.
- v. Payment to third parties for the activity they perform shall be reasonable, be specified in the services proposal and contract, and be proportional to the activities they will carry out.
- vi. Payments made to third parties must be properly recorded, in accordance with applicable laws and internal procedures.
- vii. The activities performed by third parties must be reviewed and approved by the users.

## **10. BOOKS, RECORDS, FINANCIAL AND ACCOUNTING CONTROL**

Any fund withdrawal by MINSUR's collaborators shall be recorded, and -in particular- those made within the framework of processes before public institutions. Records shall reflect exact amounts and what they were used for.


The purpose of MINSUR's transactions shall be recorded accurately and immediately. MINSUR's assets, liabilities, income and expenses shall also be recorded immediately and accurately.

The Finance Management is responsible for maintaining up-to-date and operational internal accounting and financial controls designed to prevent inaccuracies in accounts and financial records.

## **11. COMMUNICATION MECHANISMS**

MINSUR encourages Collaborators, Strategic Partners and any person in general, to report unethical conducts, as well as those violating applicable laws and regulations, MINSUR's internal policies and procedures, and its standards of ethics and conduct. Thus, MINSUR has made available to everyone the "Integrity Channel", which is a contact mechanism for those who want to report any concern and/or suspicion of violation of the Code of Ethics and Conduct or this Anti-Corruption and Anti-Bribery Policy, openly, confidentially and/or anonymously.

Through the channels below, MINSUR addresses the concerns presented in a timely manner, and promotes good faith reporting of well-founded events that are relevant to the

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Corporate Compliance System, ensuring that no retaliation occurs. In the event that a collaborator's safety and physical integrity is in danger and, as a result, he/she agrees to an irregular or prohibited act, MINSUR will not take reprisals against him/her. Likewise, it ensures that the collaborator who refuses to perform such irregular behavior will not be reprimanded for his refusal to engage in unlawful or prohibited acts.

- Phone number: 0 800 18 114/ 219 - 7104 (Company code: 2009)
- Voicemail; 0 800 18 114/ 219 - 7104
- Email: [MINSUR@canaldeintegridad.com](mailto:MINSUR@canaldeintegridad.com)
- Website: [www.canaldeintegridad.com/MINSUR/](http://www.canaldeintegridad.com/MINSUR/)
- Personal Interview and mailbox: Av. Víctor Andrés Belaúnde 171, San Isidro, Lima 27, Lima – Peru. Ask for: Mr. Rafael Huamán

Furthermore, in case of any doubts regarding the application of this Policy, any person or entity may consult MINSUR's Compliance Officer or send an e-mail to [cumplimiento@mineriabreca.com](mailto:cumplimiento@mineriabreca.com).

## 12. CONTINUOUS IMPROVEMENT


MINSUR is committed to ensuring compliance with, and continuous improvement of, the Corporate Compliance System, the Corporate Code of Ethics and Conduct, this Policy and in general all compliance policies, pursuant to current law and ISO 37001:2016.

In connection with this, MINSUR makes available to all its Collaborators, Strategic partners and third parties in general, its email address, [cumplimiento@mineriabreca.com](mailto:cumplimiento@mineriabreca.com), in order to receive their contributions, opinions and opportunities for improvement with respect to the Policy hereof and MINSUR's Corporate Compliance System.

## 13. PENALTIES FOR VIOLATING THIS POLICY

There are no exceptions to this Policy. Failure to comply with this Policy may result in administrative sanctions imposed by supervisory authorities, criminal penalties, and others, including disciplinary penalties to collaborators described in Chapter XVI – Disciplinary Measures of Internal Labor Regulations and those provided in ANNEX A, attached to this Policy. The only exception applies to situations where not agreeing to a bribe may endanger the collaborator's safety or physical integrity. If you find yourself in this situation, you should never put yourself at risk and you should take measures that are reasonable for your safety. However, you must immediately report any of those situations to MINSUR's Compliance Officer. In the event that a collaborator's safety and physical integrity is in danger and, as a result, he/she agrees to an irregular or prohibited act, MINSUR will not take reprisals against



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him/her. Likewise, it ensures that the Collaborator who refuses to perform such irregular behavior will not be reprimanded for his/her refusal to engage in unlawful or prohibited acts.

No MINSUR Collaborator shall be demoted or be subject to penalties or other disciplinary measures for reporting in good faith suspicions of a violation to this Policy or for refusing to pay a bribe, even if it means a loss of business for MINSUR.

Any Strategic partner that fails to comply with this Policy shall be sanctioned with automatic suspension and/or termination of his/her contract or business relationship with MINSUR, as it may be decided by the Compliance and Human Rights Committee.

#### **14. EFFECTIVENESS**


This Policy is effective as of its publication and dissemination. In addition, the Policy shall be part of the induction training for all collaborators and Senior Management as of this date.

Likewise, all Collaborators shall be trained on the Anti-Corruption and Anti-Bribery Policy, and reaffirm their commitment and adherence under the following criteria:

- i. Senior Management and those considered in the Matrix of Critical Positions of the Anti-Bribery Management System in accordance with ISO 37001:2016: They must sign such statement once (01) a year.
- ii. Collaborators in general: They must sign the statement every two (2) years.

Furthermore, the Policy shall be made available and promoted among Strategic partners. For these purposes, they must sign the Adherence to the Code of Ethics and Conduct for suppliers and contractors, and to the Anti-Corruption and Anti-Bribery Policy.

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## ANNEX A

### POSSIBLE PENALTIES FOR INFRINGEMENT OF THE CORPORATE COMPLIANCE SYSTEM


For illustrative purposes, MINSUR issues the following **NON-EXHAUSTIVE** list to inform the possible penalties or measures applicable to collaborators and Strategic partners in the event of non-compliance with the laws in force or the Corporate Compliance System's standards, considering the provisions of article 103 of MINSUR's Internal Work Regulations in force. It should be noted that the penalties to be imposed shall be evaluated and defined according to the seriousness of the specific case.

Penalties applicable to MINSUR's Collaborators	
Conduct	Possible penalty
Failure to sign the affidavit of commitment to the Anti-Corruption and Anti-Bribery Policy or the Code of Ethics and Conduct.	Verbal warning
Late subscription of the affidavit of commitment to the Anti-Corruption and Anti-Bribery Policy or the Code of Ethics and Conduct.	Verbal warning
Failure to sign or late subscription of the Conflict-of-Interest Affidavit.	Written warning
Provide false statements in the Conflict-of-Interest Affidavit.	Suspension without pay
Failure to disclose any conflict of interest to MINSUR authorities in due course.	Written warning
Unjustified absence to the Corporate Compliance System training.	Written warning
Lack of implementation of the corresponding controls for non-significant risks, as the person responsible for the process or risk-owner.	Written warning
Accept or offer gifts, attentions, courtesies, benefits, incentives or hospitality to business partners in breach of the Anti-Corruption and Anti-Bribery Policy.	Written warning
Failure to comply with the Corporate Procedure for Interaction with Public Officials and/or Servants.	Written warning
Lack of implementation of corresponding controls to significant risks, as the person responsible for the process or risk-owner.	Suspension without pay

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Failure to report irregular events (that are not a criminal offence) they were aware through the Integrity Channel.	Suspension without pay
Accept or offer gifts, attentions, courtesies, benefits, incentives or hospitality to Public Officials and/or Servants.	Suspension without pay/ Dismissal
Deliver or offer donations to third parties without the Compliance Officer's authorization or opinion.	Suspension without pay/ Dismissal
Being an accomplice in the commission of criminal offences established in the Criminal Code.	Dismissal
Commission of crimes established in the Criminal Code.	Dismissal

<b>Penalties applicable to Strategic partners</b>	
<b>Conduct</b>	<b>Possible penalty or measure to be taken</b>
Failure to subscribe the affidavit of commitment to the Anti-Corruption and Anti-Bribery Policy or the Code of Ethics and Conduct for suppliers.	Apply controls to the business relationship
Late subscription of the Commitment of Adherence to the Code of Ethics and Conduct for suppliers, as well as the Anti-corruption and Anti-bribery Policy.	Apply controls to the business relationship
Failure to subscribe or late subscription of the Conflict-of-Interest Affidavit.	Apply controls to the business relationship
Provide false statements in the Conflict-of-Interest Affidavit.	Apply controls to the business relationship and evaluating the non-renewal of the commercial agreement
Failure to immediately disclose conflicts of interest to the customer area and to send a communication to the corresponding mail.	Apply controls to the business relationship and evaluating the non-renewal of the commercial agreement
Failure to report any irregular event (not a criminal offence) they were aware of through the Integrity Channel.	Termination or evaluating non-renewal of the business agreement
Offer, deliver or promise gifts, hospitality, benefits, or courtesies to public or private Officials and/or Servants, -either national or foreign-, by virtue of their provision of services to MINSUR.	Termination or evaluating the non-renewal of the business agreement/ Legal actions

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Receive gifts, benefits, or hospitality from public or private officials and/ or servants -either national or foreign-; even if they are outside the scope of services related to MINSUR.	Termination or evaluating non-renewal of business agreement / Legal actions
Unduly pressure public or private officials and/or servants, or strategic partners, by offering them gifts, benefits, incentives, entertainment or hospitality.	Termination or evaluating non-renewal of business agreement / Legal actions
Being an accomplice in the commission of criminal offences established in the Criminal Code.	Termination or evaluating non-renewal of business agreement / Legal actions
Commission of crimes established in the Criminal Code.	Termination or evaluating non-renewal of commercial agreement / Legal actions