

Code of Conduct and Corporate Ethics



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I. INTRODUCTION

Each one of our partners, members of the Board of Directors, employees, suppliers, advisors and contractors are an essential part of Tuscany. Within our corporate program guidelines, it is our commitment to reach the highest working life standards and the best corporate practices, based on principles of integrity, responsibility, transparency and honesty.

The Code of Conduct and Corporate Ethics (CCCE) is set of guidelines that all our partners, members of the Board of Directors, employees, suppliers, contractors, and advisors must observe, regardless of the area where Tuscany operates, to reach the highest working life standards and the best corporate practices, which are the basis to our success.

Failure to comply with these norms shall conduct to disciplinary and legal penalties, depending on the conduct committed. Therefore, we must read, understand, seek advice and report any situation that may jeopardize or affect the Code of Conduct and Corporate Ethics, whether for an own action or omission, or the action or omission of any other Tuscany employee, regardless of the position held, or of any supplier.

The CCCE sets out a framework of values, principles, guidelines and responsibilities that set the grounds for our work and relations with other persons and entities in the public and private sector. This guide will allow us to identify situations that go against our corporate rights, values and principles to act correctly and avoid any type of liability with the company and/or administrative or judicial authorities due to the failure to comply with the code of conduct and/or laws that could be enforced against us.

However, there may be situations not foreseen in this Code, which may go against our corporate values, principles and guidelines and, therefore, we must file a formal complaint or seek advice, as previously mentioned.

The publication of the CCCE, together with the training program will provide the tools to act in accordance with the corporate policies of Tuscany, seek advisory or guidance, or report risks or Code violations.

Each year, all employees, advisors, suppliers, contractors and other business partners shall declare that they have read, fully understood and that they undertake to comply with this Code of Conduct and Corporate Ethics.

A. USE OF OUR CODE

The CCCE conveys our corporate policy and aims to raise awareness as to the fact that every behavior will have consequences. Hence, our actions must adhere to principles of integrity, responsibility, transparency and honesty, which are in turn the grounds of our corporate commitment.

PRINCIPLES

Integrity: *Acting with respect, responsibility, transparency and honesty.*

Responsibility: *Being aware and act in accordance with the functions, commitments and obligations acquired with Tuscany. In turn, this implies being conscious and to be certain that every act implies consequences that must be assumed.*

Transparency: *All actions and decisions must be based on a clear, thorough, technical and professional analysis. There must be an open, permanent attitude with respect to the Direct Reports and the control dependencies of Tuscany.*

Honesty: *All conducts and decision must be beyond question and must adhere to the commitments acquired with Tuscany. The truth should always be said, and actions must be sincere.*

The CCCE is structured as follows:

The first part includes a section that explains the duty to report and the existing channels to report or to seek advice.

Then, the CCCE is broken down into the following sections, which in turn include sub-sections that cover certain situations:

Section I) on communities and our people; we find Tuscany's commitment: to the development of our communities and the wellness of our employees, including: the protection of human rights; Respectful, fair and equitable treatment - discrimination and labor harassment-free; Safety, health and environment.

Then, section II) Protecting our assets - is broken down into: A) Maintain the integrity of our financial information, including accurate financial information records and appropriate record management; sub-section B) on communication, is classified into: 1) corporate communications and 2) appropriate use of technology; sub-section C) refers to the responsible use of assets, which implies considering: 1) the protection of physical assets, 2) protection of confidential information and intellectual property; 3) protection of data; then, sub-section D) includes situations that give rise to conflict of interest due to: 1) family, romantic or friendship relations; 2) businesses with family members, friends or persons in a romantic relation; 3) involvement in commercial interests or external employments; 4) being part of the Board of Directors of a different company; 5) being a former public official and managing private interests of Tuscany.

In the last section III) on the adequate management of our business, we find: A) Free competition; B) Privileged information; C) Corruption; D) Asset laundering and terrorism financing; E) Import and export control.

Each section contains: i) description of certain situations that give rise to rights and which must be protected by TUSCANY; ii) obligations to be fulfilled to ensure our own rights and those of others, in accordance with corporate commitment acquired and which otherwise would imply liability; iii) some sections describe warning signs and risk awareness, the corporate policies and the national and international legislation applicable; iv) some sections include definition of key concepts; and finally, each section includes questions to be asked to consciously act pursuant to the values, principles and procedures established in the Code and in other corporate documents.

B. DUTY TO REPORT - ADVISORY AND REPORTING CHANNELS

In order to reach the highest working life standards and the best corporate practices, we must report every violation or situation that endangers or breaches the compliance of ethical and transparency commitments of TUSCANY due to actions or omissions directly committed by others, even contractor or supplier personnel and other project managers.

We must bear in mind that refusing to speak when faced with situations that breach or jeopardize the CCCE guidelines increases the risk of causing damage to my peers, the community, the company, the competitors, clients, consumers and the national and international economy. Therefore, we may not cause, accept or support violations, as this may imply disciplinary or criminal consequences, depending on the conduct committed or omitted.

Likewise, since this is a company that pursues to provide opportunities and space to our employees, suppliers and contractors, Tuscany acknowledges the importance of the participation of those persons who report and/or participate in the process to investigate conducts that jeopardize or breach our CCCE; therefore, we have a reporting procedure that ensures anonymity and rejects any repression action against the reporting party. Therefore, the company shall consider these actions as gross defaults with disciplinary consequences for employees involved in these conducts.

In order to ensure the effective and impartial processing of reports, we have designed a procedure that we must adhere to. This reporting procedure is considered part of this CCCE and shall be followed to ensure the right to the due process.

We have the following reporting channels:

1. Direct Supervisor (provided the person is not involved in the case to be reported).
2. Compliance officer (provided the person is not involved in the case to be reported).
3. Compliance Committee.
4. Business Hotline

This line is managed by a firm, external from Tuscany that will process the reported cases. The reporting line allows anonymity. However, it is worth mentioning that complete and accurate information is essential for an effective report investigation.

5. E-mail

On the other hand, for the cases where guidance and advise are required because we are not certain on how to proceed in case of a specific situation, we must first resort to the direct supervisor, or otherwise, the Compliance Officer.

Now, in case of doubts as to reporting, because we are not certain if the conduct goes against the CCCE, apart from resorting to the reporting channels, it is also convenient to ask ourselves the following questions to clarify our concerns:

- Is the conduct against the principles of integrity, transparency, honesty, responsibility? Does it fit into any situation described in the code of corporate conduct?
- Is the person breaching the duties and/or functions pertaining to his/her position?
- Is this conduct legal? Does a penalty apply?
- What would the management and other employees think if they find out that

someone has committed such a conduct?

- What is my responsibility for failing to report a conduct against the CCCE?

II. COMMUNITIES AND OUR PEOPLE

At Tuscany, we seek to contribute to the economic and social development of the communities who live in the areas where we operate. Likewise, it is our intent to ensure that people work in an environment that provides proper and safe conditions.

A. FOR THE DEVELOPMENT OF OUR COMMUNITIES

As a company engaged with the internal sustainability and social economy development policies of each country where we operate, TUSCANY involves the regional participation of communities in the labor contracting, goods and services processes.

What are my responsibilities?

- To respect the cultural diversity and share our knowledge with the members of communities where we operate.
- To ensure that labor contracting includes a regional labor component, which adheres to experience, capacity and skill criteria, based on the profile required.
- To report any situation that jeopardizes the equitable access to community persons, the safety of underage individuals being engaged, or any situation that endangers the safety and rights of community members, due to any activity to be carried out, or being carried out by the company or its contractors.
- To prevent community damages in furtherance of our activities.

1. **FOR THE WELLNESS OF OUR EMPLOYEES**

In order to achieve the wellness of our employees, Tuscany undertakes to protect our Human Rights, to ensure we are treated with respect, fairness and equality, without any discrimination or labor harassment. Likewise, there must be sound safety, health and environment norms in place.

- i. Commitment to preserve the Human Rights of our employees.

The human rights protection and respect of our people is a basic principle in the conduct of activities of TUSCANY. We develop our corporate purpose, based on conducts that adhere to the Universal Declaration of Human Rights, the principles and recommendations of the United Nations Human Rights Committee, the Inter-American Court of Human Rights, which set out standards for companies to contribute to the

protection of human rights, laws against labor harassment and other regulations in force in the country where we operate.

The protection of human rights depends on everyone's commitment to respect each other, and to perform our functions responsibly, without affecting the dignity, goodwill, health and other rights of our peers (including subordinates), supplier workers or contractors.

Tuscany does not allow, nor does it tolerate human trafficking, slavery, torture, inhuman or degrading cruel treatment and underage labor.

- ii. Respectful, fair and equitable treatment, without discrimination or labor harassment.

Our policy seeks to provide equal opportunities, regardless of race, gender, religion, age, sex, ethnic group, nationality, sexual preference or any other reasons.

The contracting, evaluation and promotion of our employees is solely based on the capacities, strengths, experience and skills required for the position.

All of our employees are entitled to enjoy an appropriate, healthy and safe working environment, where they can function and comply their objectives, away from discrimination and labor harassment acts. We do not tolerate any offensive, humiliating, discriminatory or labor harassment conduct. Therefore, we promote respect for the dignity of human beings and provide development opportunities to thousands of people.

We won't tolerate any violation of these norms, and the default thereof implies the enforcement of disciplinary measures established for such cases by the company and by the laws of each country where we render our services.

*What is labor harassment?
Various means of aggression, ill-treatment, disparagement and offensive treatment and, in general, every outrage affecting work under proper and fair conditions, freedom, intimacy, honor, mental health of employees in a working environment.*

What are my responsibilities?

- To acknowledge that we all have the same rights and must not abuse our position.
- To use a respectful language, without dishonorable and/or degrading expressions.
- To abstain from discriminating or rejecting anyone for any reason.
- To use the corporate procedures to report any default of the employees' obligations.

- To refer to the direct report, the HR Department, the Compliance Officer, the Corporate Conduct and Ethics Committee or the report line whenever a situation that endangers or breaches these principles takes place. The purpose is to process the complaint and to provide a solution.

Additional responsibilities of all management executives and persons with subordinates:

- Ensure that the contracting, selection and promotion decisions are solely based on the merit of the employees. It may not be the result of subjective preference reasons that may discriminate other participants.
- Promote individual and team-work in an environment of respect, demand and tolerance.
- To hear and process all requests, claims and complaints of employees, based on the internal procedures.
- To file the reports in an objective manner; that is to say, based on actual function and results default information. Abstain from using degrading language.
- Being alert and ensure that your subordinates do not discriminate or affect the rights of others. Enforce the pertinent corrective measures and report to the Human Resources area, based on the internal procedures.

Failing to comply with our obligations to maintain a respectful, fair and discrimination-free working environment gives TUSCANY the right to undertake the pertinent investigations against those involved, and apply disciplinary measures to those responsible, which may include contract termination, provided there is just cause. Apart from this default, this may give rise to suits filed at the judicial system of the countries where we operate, due to the breach of the current norms that demand fair treatment.

Let's remember that it is our responsibility to maintain an appropriate working environment, in accordance with our functions, responsibly, without breaching the norms of ethics, and reporting every situation that we become aware of, which implies the violation of our rights, or those of our peers.

Warning signs:

- One of the employees is abusing his/her position and uses dishonorable, humiliating works to refer to another employee or to his/her work.
- One of the staff members treats someone differently repetitively, compared to the other employees under the same conditions.

iii. Safety, health and environment

Tuscany is committed to delivering the highest values to our employees, clients, contractors, suppliers, advisors and community in general; as well as to achieve safe and reliable operations and services by preventing accidents and/or labor diseases, and environment and property affectation. To achieve the foregoing, the following guidelines and responsibilities are established:

Guidelines:

- Top management commitment on the implementation and compliance of the Integrated Management System, as well as the designation of human, technical and economic resources required.
- Creation of a safe working environment for the entire labor force through the adequate identification of hazards and issues and the evaluation and control of risks and impacts.
- Compliance of the entire National legal regulation in force and international standards applicable to our processes, as well as the internal corporate requisites.
- We commit to the sustainability and are socially responsible with the use of resources and the integral and responsible relation with our stakeholders.
- Follow-up and Measurement of Objectives and Goals of the HSEQ Integrated Management System, promoting the continuous process improvement.
- Alcohol and psychoactive substance consumption is prohibited.

What are my responsibilities?

- To comply with the corporate HSEQ policies.
- To immediately stop every unsafe work or activity, or which do not comply with the safety policy or procedure.
- To comply with the training and coaching scheduling sent by the company.
- To seek supervisor advisory with respect to situations that may endanger one's own safety or that of others.
- To report every incident to the Direct Report or HSEQ Supervisor immediately.
- To cooperate in all investigations.
- To use resources rationally.
- To develop functions responsibly, without affecting your own safety or that of others, and/or causing environment affectation.

- We cannot possess, distribute, consume or work under the effects of alcohol or drugs.
- To notify the direct report if you suspect that someone is under the effect of alcohol or psychoactive substances.

The breach of our policies and procedures may give rise to disciplinary sanctions that, depending on the conduct committed, may be considered just cause for contract termination.

III. PROTECTING OUR ASSETS

In order to protect our tangible and intangible corporate assets, and the goods of those who have relied on us, we must maintain the integrity of our financial information; issue true communications; use our assets responsibly and act transparently, thus avoiding grounds that imply conflict of interest. Therefore, we must conduct our business with transparency and honesty.

A. MAINTAIN THE INTEGRITY OF OUR FINANCIAL INFORMATION

The information contained in our records must be true, accurate, complete and understandable.

It must be adequately managed, in accordance with the parameters set out in the internal procedures and in the applicable law.

1. *Accurate financial record information*

Our shareholders, as well as the regulatory entities, rely on the accuracy and transparency of our accounting records.

Each one of us must ensure that the accounting record information reflects the reality of the operations and clearly and honestly depicts our financial situation. This is achieved by complying with our corporate policies, as well as all applicable laws.

Maintaining books and records, disclosing financial statements, and the accounting and auditing also imply **ABSTAINING** from recording non-existent expenditures, using false

What is a Record?

It contains information that evidences a corporate activity. Records may include auditing reports, expenditure reports, time reports, market data and contracts.

documents, abstaining from recording operations in books or their undue inclusion, deliberately destroying accounting documents prior to the term foreseen by the law.

2. Appropriate record management.

Records are valuable corporate assets that must be adequately managed and must be discarded when they are no longer required, in accordance with the terms set out in the applicable law. The policies and procedures on document management and financial reporting provide guidance on how to report information, for how long and how to destroy it. The adequate information management helps us prevent business risks that may imply legal or financial consequences to our company.

Identifying the type of information will allow adequately managing the records and maintaining documents that are relevant for lawsuit, investigation or auditing processes. Should government entity representatives, corporate auditors or management request information or documentation, we must cooperate by providing a precise and full response to the request.

What are my responsibilities?

- To understand the information that comprises a record, which must be reported, retained or adequately destroyed.
- To adequately record all expenses, assets, liabilities and revenues. To abstain from concealing, modifying, forging or disguise the true nature of any record or transaction.
- To ensure that all records made are complete, accurate, understandable and timely.
- To follow all internal control procedures.
- To ensure that all financial transactions are authorized by the direct report.
- To fully cooperate with audits, as well as with internal or official investigations.
- To immediately report any accounting or auditing irregularity, cases of fraud or any other information that may lead to errors in our reports, as you may be considered an accessory for not reporting.

The action of concealing, modifying, forging or disguising the true nature of any record or transaction shall give rise to disciplinary penalties that may lead to contract termination and indemnification for damages caused. Furthermore, the company shall report to the competent authorities to undertake the investigations to determine the criminal liability

of authors and accessories in crimes by destroying, deleting or totally or partially concealing a document that may be used as evidence.

Warning Signs

- Poor or incomplete asset verification.
- Incorrect registry of expenses or liabilities in terms of times or quantities.
- Registry of fictitious revenue or the undue posting of revenue.
- Lack of reasonable detail on invoices.

Question: As part of the job, one of us manages the information of services rendered to clients and to improve the sales figures of the month, he/she decided to change the ticket service provision dates of the first week of the month, so that they can be considered in the month that just ended. Is this acceptable?

Response: No. Recording correct and actual dates in every service document is fundamental to ensure that financial statements reflect the actual situation of the company at the end of the quarter and at the end of the year. No false income or expense entries in the company records shall be made, even if doing so may improve our financial outcomes.

B. COMMUNICATIONS

Written and verbal communications must be respectful and reflect the reality of our company, without this implying that confidential information not known to the public may be disclosed.

1. Corporate communications

The corporate information of Tuscany or of others who rely on us must be protected. In such regard, every written or verbal communication must be previously approved.

In order to act in accordance with the free market competition, all declarations made about our products and services must be true and accurate.

No false, pejorative or misleading declarations on another person or company may be made. This type of declarations may affect the goodwill of people and the reputation of companies, which may imply criminal liability and disciplinary sanctions.

All treatment with our clients, suppliers and competitors must be fair, respectful, transparent and honest. If we become aware of false or misleading communications

about Tuscany or our competitors, we must so report it to the direct report or the Compliance Officer.

C. ADEQUATE USE OF TECHNOLOGY

We are responsible for using technology, including social networks, in a responsible, productive, ethical manner, and for legal purposes.

The wording of text messages, chats, e-mails and other communications issued through technology means must be respectful, and for business purposes. The use of corporate computers and e-mails may be monitored to ensure the adequate use of resources.

The use of technologies or systems provided by the company, such as cell phones or e-mail, implies that the information transmitted, received or stored may not be considered private. If you want to keep any type of private information, abstain from creating it or storing it in Tuscany's systems.

In furtherance of the legal obligations or internal reviews, Tuscany may acquire information from any individual computer and each employee shall be responsible for the information created or stored in the equipment.

The inappropriate or illegal use of company resources may imply disciplinary or legal consequences.

What are my responsibilities?

- Written and verbal communication on corporate information must be previously authorized by my superior or the Board of Directors, based on the content.
- Avoid making public declarations about our commercial activities, unless you are authorized for the purpose.
- Abstain from making misleading, exaggerated, speculative declarations, or from participating in any type of informal discussion on sensitive or confidential matters.
- I must use my equipment and IT network adequately at all times.
- Remember that any communication or document created, sent or received in my corporate computer or cell phone is not considered private material.
- Seek the support of the direct report or compliance officer, if unsure about the appropriate action to follow.

- Cooperate with the corporate and competent authority investigations; make the computer available for analysis or provide any information required during the review.
- Report any event related to the undue use of communications to my direct report or to the report line.
- Refer to our Electronic Communications Policy for further information.

Question: If one of the employees checks his/her personal e-mail and resends content that may be considered offensive by his/her friends during non-business hours. Would it be considered that the content is not relevant to Tuscany, because it is made through the personal e-mail after the business hours?

Response: No. It is never acceptable to use corporate computers or network systems to see or re-send inappropriate personal e-mails, even if done after the working hours, or while being alone at the office or at home. The information used in the corporate network, equipment and system may never be considered private for the employees.

IV. RESPONSIBLE USE OF ASSETS

Corporate assets include rigs, programs, systems, brands, commercial names and other goods that may be subjected to intellectual property right protection. We must be careful at all times when using these assets and protect them from any damage, such as the loss, theft, misuse or waste. We must only use the corporate assets for legitimate commercial purposes. The use of our assets for any other activity requires written authorization by a management executive of Tuscany.

Even the administrator, employee or advisor who, to his/her own benefit or to the benefit of a third party, abusing the functions inherent of his/her position, misappropriates the goods of the company or acquires obligations on behalf of Tuscany and causes an economic damage, is considered an unfair administration crime and shall be reported to the competent authorities.

A. ASSET PROTECTION

1. *Physical asset protection*

The physical corporate assets include construction development, materials, equipment, and even office supplies. All these assets must be used for corporate purposes and must

be protected. Each employee having access to the corporate computers must physically protect those assets at all times. Failing to do so to an acceptable extent may lead to a disciplinary action, that may include payment for damages caused.

2. Protection of confidential information and intellectual property

Information and knowledge are some of the most valuable assets of our company. It is our responsibility to protect the information and to protect the intellectual property of Tuscany, our clients and competitors.

The confidential information can be furnished through different means - through conversations, documents, e-mails or technology used in our business - and may refer to any part of our own business, or that of our clients.

We must maintain reserve over the confidential information of the company and of third parties that relied on us, so as to preserve its integrity.

The disclosure of corporate confidential information is prohibited, unless it is duly authorized by a company management executive.

The disclosure or inadequate use of confidential information of our clients is never allowed, unless it is authorized by the client, and there is also an authorization by one of our management executives within our company. All contractual commitments related to confidential information must be honored.

Intellectual property

Every creation produced by the human mind. This includes brands, copyrights, invention patents, utility models, software, designs, procedures.

Confidential information.

Any commercial information that provides a business advantage above the competitor, which is not public. Includes: prices, sales, databases, marketing strategies and plans, software, process experience, clients, among others.

3. Data protection

At Tuscany, in accordance with the data privacy laws, we protect the personal information furnished by our employees, advisors, clients and other persons. We seek to respect the fundamental right of persons to privacy and confidentiality.

The duty to protect the information furnished implies that the collection, storage, use and deletion shall be in accordance with the regulations that govern personal data

privacy. In this regard, no personal information shall be disclosed to third parties, unless there is prior, express authorization by the owner, it is required by a public or administrative authority in furtherance of its functions, or by judicial order.

This protected information pursuant to the law refers to medical data, professional and labor background. For other type of information revealing the possible commission of a crime, Tuscany has the legal obligation to report the judicial authorities, so that the pertinent investigations are conducted.

We respect a person's right to privacy and protect such information against undue use. No one can gain access to the records of candidates trying to engage with Tuscany, current employees or former employees without the due authorization. If no longer required, the information compiled will be deleted, destroyed or depersonalized safely.

We respect the physical and intangible assets of others by protecting any confidential information that may come to our knowledge through third parties, in the normal course of our operations. We protect such information and comply with contractual obligations. We do not disclose protected information to unauthorized persons.

What are my responsibilities?

- To protect the confidential information of our company and that provided by others in confidence.
- To abstain from disclosing or using confidential information or intellectual property of Tuscany and of others, provided to us in confidence, without the due authorization.
- To obtain written authorization from a supervisor to use Tuscany's assets or resources for personal use, community use or for charity activities.
- To protect physical assets and computers against loss or damages.
- To be careful when talking about company information.
- To seek advice from the Direct Report or the Legal Department if unsure if I should obtain corporate authorization prior to using or sharing confidential information.
- Refer to our data privacy policy to obtain further information.

Warning Signs:

- Use of company facilities for personal benefit.
- Downloading confidential and privileged information for personal use or to benefit a third party.

- Unauthorized copy of software programs owned by the company.
- Use of corporate credit cards for personal purchases.

Question: Two work colleagues benefit from the presence of a subject matter expert to ask his opinion on certain important topics, to finalize some business strategies, and openly discuss corporate information, without noticing that the persons they are talking to are working for a competitor company. Are the employees excused because, in their opinion, they were trying to define business strategies?

Response: No. First of all, it was their obligation to confirm who they were talking to. Secondly, they must bear in mind that no confidential information must be disclosed to third parties in their meeting, unless there is a confidentiality agreement signed by the parties. Therefore, it was essential for them to verify the existence of this agreement, prior to disclosing confidential information.

B. CONFLICT OF INTERESTS

The professional decisions and activities we carry out in working with Tuscany must be loyal, impartial, transparent, honest, and must be based on the expertise that another professional of my same level would implement in my case. They should never be influenced by my personal interest or that of a third party.

There are certain circumstances that may imply, in my professional role, the convergence of other interests due to: romantic, family or friendship relations, close at work; business relations with family members, friends or persons in a romantic relation with me; participation on commercial interests or external employments; being part of a Board of Directors of another company or having been a public official and having managed private interests at Tuscany.

No interests foreign to my responsibility as partner, member of the Board of Directors, employee, advisor, supplier or contractor of Tuscany must converge with my duties. In the event that a circumstance takes place, which implies conflict of interest, I must declare myself hindered to make decisions with my Direct Report, Compliance Officer or Corporate Conduct and Ethics Committee, prior to being involved on the matter.

Being involved in a conflict of interests and failing to report it shall give rise to contract termination; filing a claim for damages, and the possibility to filing the case with the criminal authorities to undertake the pertinent criminal investigations.

Although it is impossible to address all situations that imply conflict of interests, the following examples describe some scenarios:

1. Family, romantic or friendship relations at work.

The mere fact of having a family, romantic or close friendship relation with someone at work is not a conflict of interests per se.

The conflict of interests takes place when within Tuscany, there is a subordination and/or direct or indirect supervision relation between persons who are family members*, maintain or maintained a romantic relation or a close friendship relation.

Family relation
Grandparents, parents,
uncles and aunts,
siblings, children,
grandchildren, nephews
and nieces.
Likewise, grandparents,
parents, uncles and
aunts, siblings, children,
grandchildren, nephews
and nieces of the spouse
or permanent*

This situation automatically affects impartiality on the professional decisions to be made. Therefore, if I am involved in such situation, I should not abstain from speaking, as I am confident that my decisions would not be affected by my family, romantic or friendship relation. To the contrary, I must immediately report this type of personal relations.

Question: If the Head of any department has a romantic relation with someone to whom he assigns functions and is under his supervision, and fails to report to the direct report, the Compliance Officer or the Corporate Ethics and Conduct Committee to be declared hindered, because he ensures that his decisions are not influenced by his romantic relation. Is he acting correctly?

Response: No. A conflict of interests is not based on the decision making influenced by a personal relation, but it is only sufficient with the existence of: a) a subordination and/or supervision relation between the Head and the employee and; b) the personal relation between the two of them.

2. Business with family members, friends or persons with whom I have a romantic relation.

The mere fact of having any family, romantic or close friendship relation with another person having an investment in another company or working in a company that Tuscany deals with, or its competition, is not a conflict of interests per se.

The conflict of interests takes place when there is a family member*, friend or a person with whom I have a romantic relation who has an investment, is a partner, director, administrator, employee or advisor of a company that is, or is trying to become a client, competitor, supplier, contractor, subcontractor of Tuscany and, as employee of the latter, I must decide, or have the power to make decisions regarding these company.

Question: If the permanent companion of the Contract Chief works in a catering company and he contracts such company for some of the operations center, and justifies that it is the one that offers the lowest price among the three offers. Did he act correctly?

Response: No, because even if the contract was awarded to the lowest price offer, there was a conflict of interests relation that had to be reported for other Tuscany employees to evaluate the offers and to decide upon the best offer.

3. Involvement on commercial interests or external employments

Having an interest or affiliation and employment in other third companies that are, or are becoming competitors, clients or suppliers of goods and services of Tuscany may imply an interest that affects the transparency, honesty and impartiality of my decisions.

These are some of the circumstances that lead to a conflict of interests:

- Having a second job in one of these companies;
- Having an interest or investment in one of these companies;
- Being part, or working at the same time in cooperatives, foundations, non-profit organizations that are intermediaries in the contracting of human resources for Tuscany.

If we are involved in any type of businesses, other than our contract with Tuscany or in other projects that may imply a conflict of interests or affect our performance at work, we must report it immediately. We should never use company resources, including time or assets, to carry out businesses of another company or for individual gain.

4. Being part of the Board of Directors of another company

There may also be conflict of interests if the person serves as official, consultant, director or member of the management of another company or organization.

Being member of the Board of Directors of non-profit organizations requires no prior approval, unless such organization has any relation or intends to have any relation with Tuscany.

5. Having been a public official and managing private interests of Tuscany.

Given the evident conflict of interest, no former public officials can render, either in person or through a related party, assistance services, representation or consultancy to Tuscany on matters related to the functions inherent to the job, for a term of two (2) years after quitting the job, with respect to the agency, entity or corporation where he/she rendered his/her services. This prohibition refers to the provision of assistance services, representation or consultancy on matters where Tuscany is subjected to the inspection, surveillance, control or regulation of the entity, corporation or agency to which the public official was engaged.

The prohibition is undefined in terms of time, with respect to the specific matters that came to his/her knowledge as public servant in furtherance of his/her functions (which came to his/her knowledge in furtherance of his/her particular functions, and specific, which were object of decision while in furtherance of his/her functions, and where there are specific subjects (sic)).

What are my responsibilities?

- To identify if I have any personal relation (family, romantic, friendship) with anyone at Tuscany, and if there is any subordination and/or supervision relation with such person.
- To identify if I have any personal relation (family, romantic, friendship) with anyone having an investment, or who is a partner, director, administrator, employee or advisor of a company that is currently, or is trying to become a client, competitor, supplier, contractor or subcontractor of Tuscany.
- To identify if I have an interest, I am partner, belong to the board of directors of a non-profit company or organization that currently is, or is trying to become a client, competitor, supplier, contractor or subcontractor of Tuscany.
- To report all the above situations to my supervisor, the Compliance Officer, the Corporate Conduct and Ethics Committee.
- To report through the reporting channels situations of other colleagues or contractors, suppliers who may affect Tuscany's transparent business.
- To notify my supervisor when any of my family members is interested in making a commercial transaction with our company.

- To abstain from making decisions involving interests other than corporate ones.
- To act in the best interest of our company and to never allow my personal interests to interfere with my capacity to make objective business decisions.
- To seek advice from my supervisor, the Compliance Officer if unsure of the action to take.

V. ADEQUATE MANAGEMENT OF OUR BUSINESS

At TUSCANY, integrity, transparency, honesty, impartiality, responsibility, trust and respect for the cultural diversity are essential values that serve as the grounds for our commercial relations worldwide with other individuals or companies. Hence, we contribute to negotiation under fair conditions, without breaching the law or the corporate policies.

Our corporate success depends on our understanding and compliance of free competition, privileged information, corruption and asset laundering laws, among other applicable on each country we operate, in furtherance of our functions.

A. FREE COMPETITION

Tuscany seeks for market participation under fair and transparent conditions, without incurring on conducts that limit free competition or abuse of dominant position forbidden by the applicable laws in the countries where we operate, especially Decision 608 of 2000 issued by the Andean Community, which we use as reference.

As to the relations with competitors, clients, suppliers, no agreements can be made to:

- Directly or indirectly set prices or other trading conditions;
- Restrict the supply and demand for goods or services;
- Distribute the market of goods or services;
- Prevent or hinder access or permanence of current or potential competitors on the market;
- Establish, agree or coordinate postures, inaction or results on public tenders, bidding or auctions.

Following these conducts may give rise to disciplinary sanctions, such as contract termination, collection of enforcement penalties. Furthermore, there will be criminal liability, penalized with prison for those cases when, in order to modify the contractual

procedure, the public tender, public auction, quick selection or bidding process is agreed with another party.

In the event that Tuscany owns a dominant market position, such position must not be abused with conducts like: imposing predatory prices; adoption of unfair conditions with respect to third contracting parties in analog situation, in the case of equivalent provisions or operations, placing them on a competitive disadvantage; conducts that hinder or prevent access or permanence of current or potential competitors on the market, for reasons other than the economic efficiency.

Warning Signs:

- Events with competitors.
- Competitors, clients or suppliers proposal to split the market share or to set the conditions thereof.

What are our responsibilities?

- To understand which conducts go against free competition, in accordance with the applicable legislation.
- To abstain from setting prices; this includes no minimum or maximum, or stabilizing prices with competitors.
- To abstain from agreeing the division of markets, consumers or territories with clients, competitors or suppliers.
- To abstain from agreeing production limitation with competitors, including agreements to reduce capacity.
- To select suppliers based on the most favorable offers to companies, based on objective criteria.
- To immediately step away from meetings where competitors are present, and to try to reach an agreement to depart from market conditions.
- To abstain from agreeing with competitors, clients and suppliers a conduct that limits the transparent competition.
- To reject every offer aimed at affecting free competition and to notify the direct report, the Compliance Officer, the Conduct and Ethics Committee or through the reporting line, notify every situation taking place, which goes against competition by any of our employees, clients, suppliers or competitors, which affects our business.

B. PRIVILEGED INFORMATION

We may not unduly use privileged information of Tuscany, of our clients and suppliers, made known to us by virtue of, or in furtherance of our job title or functions, which is not of public knowledge.

The following events are some that consider the undue use of privileged information:

- Provide privileged information to those not entitled to gain access to it.
- Using privileged information for the own benefit or the benefit of third parties.
- Willfully conceal privileged information to affect the company or for your own benefit or to benefit third parties, which implies using it for yourself and, by inaction, affecting the company, to promote your own benefit or the benefit of third parties.
- Likewise, there will be undue use of privileged information when it is not made public when obliged to do so, and if disclosed in a closed medium or if not disclosed at all.

Privileged information is that information to which only certain persons can have access due to their profession or craft, which given its nature, is subjected to reserve, because if known, could be used to obtain benefit for yourself or for a third party. Information to be considered privileged, must be sufficiently important to be used, and in turn, it must verse on specific facts, and referred to the partnership environment or to the setting where the company acts.

This conduct shall give rise to disciplinary actions, that may even lead to the contract termination, apart from the criminal liability incurred.

Furthermore, in the event that any employee, advisor, managing executive or member of the Board of Directors of Tuscany unduly uses information made known to him/her or in furtherance of his/her position or function, in order to obtain benefit for him/herself or a third party, the company shall refer to the judicial authorities to undertake the respective investigations, as it is considered a criminal conduct.

The only events where privileged information can be disclosed is when there is express authorization of the Board of Directors that releases the confidentiality obligation; when such information is requested by a public authority in furtherance of its functions; when it is made available to the agencies entitled to know it, such as the General Assembly, Board of Directors, statutory auditor, external advisors and associates in furtherance of their inspection right, considering the limitations in force pursuant to the applicable laws.

What are my responsibilities?

- To maintain the confidentiality and abstain from using privileged information for purposes other than those inherent to my corporate responsibility.
- To notify my direct report, the Compliance Officer or the reporting line of any situation known, which may affect the confidentiality of privileged information, or unduly used.

C. CORRUPTION

In promoting transparency in our businesses, Tuscany does not allow nor does it tolerate corruption crimes, both in a national or transnational level.

We embrace, as corporate commitment, the compliance of laws against corruption, especially the United Nations Convention Against Corruption (UNCAC), the Interamerican Convention against Corruption by the Organization of American States (OAS), laws against corruption in the countries where we operate, the US Foreign Corrupt Practice Act (FCPA), the Canadian Foreign Corrupt Practice Act (CFCPA) and principle 10 of the United Nations Global Compact.

TUSCANY acknowledges as corporate policy and commitment the prevention, detection and response against public and private corruption.

No public or private sector officials' bribery is allowed.

The bribery of national and foreign public officials, international organization officials and private sector individuals are conducts prohibited by the criminal law, which may not be committed or allowed by our partners, managing executives, employees, contractors, subcontractors and managing partners having any relation with TUSCANY.

Bribes imply a criminal liability that may lead to imprisonment; disciplinary liability that gives rise to the contract termination and, finally, liability for damages caused to Tuscany.

The bribery crime includes:

Promising, offering, granting, authorizing cash, checks, presents, gifts, favors, favor exchange or other undue benefit directly or indirectly to: national or foreign public officials; officials from a public international organization; managing executives, administrators,

Gifts include invitations, trips, gift cards, profit share in a business, reduction or elimination of debts, disguised donations, personal favors, work offers for the individual or family members, or any other undue profit.

employees or advisors of entities in the private sector, including associations and foundations.

The purpose is to ensure that the public servant or international public organization official acts or abstains from acting in furtherance of his/her legal functions or, in case of persons in the private sector, that they fail to comply with the duty inherent to their functions (private sector employees), in order to obtain benefit for themselves or for others.

Even the fact of inducing the foreign public officer to use his/her position and to influence on acts or decisions of the foreign country or international organization is considered bribery.

To identify if through gifts or invitations I can be bribed, the following questions must be asked to resolve my concern.

- Who is offering me a profit? Is there a company behind this? Is it a client? Competitor? Contractor? Supplier? Third Party? Public servant?
- When are they offering a benefit? Is it prior to a decision that I must make and which involves the interests of the person or company that is giving or offering the benefit?
- What profit or benefit does the person or company seek with the benefit they are offering me?
- The benefit or present purpose is to ensure that my decisions differ from what other professional would do in my place?
- Would receiving a gift imply an obligation?
- Will I be reproached by my direct report, peers, family, authorities and by the company if I receive any gift?
- Is giving or receiving a gift an attempt to establish a commercial relation, a normal courtesy offer or is it intended to influence the objectivity of a business?

What are my responsibilities?

- To abstain from offering, promoting, giving or authorizing cash, gifts, invites, favors, presents to public officials or persons from the private sector, even with respect to companies working for Tuscany, and not even if the company will obtain any benefit for my intervention.
- If we know of any situation where money, presents, gifts or any other undue profit is offered to us, we must reject such offer forthwith, report the risk to the direct

report, the Compliance Officer and/or call the reporting line, in accordance with the internal procedure.

- Likewise, if we know of any situation of any company member or managing partners who are bribing or are bribed, it must be immediately reported, otherwise we may be considered accessories.
- We must follow the mandatory procedures, such as the obligation to report.

Question: If I must complete a permit, license or any other process with a public entity, which takes months with no response whatsoever, and in order to expedite the process I decide to liaise with the public official and, to such end, I offer to pay a certain amount of money, will I be acting appropriately?

Response: No. Even if expediting the outcome of the public official decision is an essential requisite to operate, Tuscany does not justify any type of bribery.

Warning Signs:

- The client, supplier, contractor, managing partner we will negotiate with has no corporate anti-corruption programs.
- The person I am negotiating with, or who is working for us has been investigated or has been legally prosecuted for corruption crimes.
- Some vendor, contractor refuses to have his/her books and accounting records reviewed.
- The value of a transaction is higher than the actual market price.
- Unjustified equity increase.

D. ASSET LAUNDERING AND TERRORISM FINANCING

Tuscany's commercial transactions may not be used as medium for laundering money illegally obtained, nor to finance terrorism.

Tuscany's policy is to comply with international and national norms of the country where it operates, with international standards, specially the FATF 40 Recommendations and under this principle, measures are adopted to prevent, detect and report conducts which lend themselves to launder money and finance terrorism.

Money laundering, also known as asset laundering, is the operation that intends to give the color of law to resources, cash illegally obtained by the commission of other crimes

like theft, kidnapping, extortion, bribery, illegal enrichment, among others described and declared as such in the legislation of each country where the company operates.

Our company has mandatory procedures that we must follow in order to prevent our company from being used, and to be involved in operations seeking to conceal and to give cash or resources illegally obtained, and used to finance terrorism the color of law.

Questions to be asked by those engaged in negotiations and transactions:

- Who is the company's debtor company or person? Who are the clients?
- How are payments being made? Are payments made through means other than bank accounts?
- What are the company expenditures? Is there any line item or odd sum, based on my expertise?

What are my responsibilities?

- Verify the legal origin of the funds received by the company.
- Abstain from tampering accounting records.
- Report any abnormal circumstances.
- Report any unusual and suspicious event.
- Verify the destination of donations.

Warning signs:

- With respect to potential new clients, suppliers, contractors, any other company or person where there is any type of contractual relation, supply of incomplete information or evasive responses.
- Penalties applied by public entities to companies with whom we have contractual relations, due to the default on the asset laundering and terrorism financing prevention, detection and response demands.
- If a person or company we deal with is listed in any asset laundering and/or terrorism financing list issued by different authorities.

E. IMPORT AND EXPORT CONTROL

We are committed to the compliance of laws to control exports and imports of commodities, goods and services made by Tuscany.

What are my responsibilities?

- Identify and understand the national and international laws applicable to the import and export process.
- Identify the goods, technology or services for the operation, legal requisites, technical norms, logistics, costs (both international and national).
- Obtain quotes from suppliers required to carry out the operation and ensure that the contracting is made through a transparent process.
- Obtain permits, prior to importing or exporting goods, technology or services.
- Be clear on the internal norms and procedures regarding import and export controls.
- Maintain clear, accurate and complete information on imports and exports.
- Enforce control on the activities of suppliers when importing or exporting.
- Refer to my supervisor or to the competent authority in case of breach of such norms, or in case of suspected breach thereof.