



CODE OF ETHICS AND CONDUCT

Prepared by:

HUMAN RESOURCES MGR. /
QTY. ASSURANCE MGR.

Reviewed by:

ORGANIZATIONAL DEVELOPMENT AND
HUMAN CAPITAL DIRECTOR

Authorized by:

ADMIN. AND FINANCES VICE-PRESIDENT /
COMMERCIAL AND OPERATIONS VICE PRESIDENT

Page 1 of 30
Validity from: November
2018
Version: 02
Code: DES-SIG-06

INDEX

- 1. MESSAGE FROM THE MANAGEMENT
- 2. DEFINITION OF CODE OF ETHICS / CONDUCT
- 3. OBJECTIVE AND SCOPE
- 4. OUR RESPONSIBILITIES
- 5. DEFINITIONS
- 6. APPLICATION OF THE CODE OF ETHICS AND CONDUCT
- 6.1 COMPLIANCE WITH THE LAW AND WITH INSTITUTIONAL REGULATION
- 6.2 ANTITRUST LAWS
- 6.3 ANTIBRIBERY AND ANTICORRUPTION LAWS
- 6.4 MEALS, GIFTS, HOSPITALITIES AND DONATIONS.....
- 6.5 INTEGRITY AND ETHICS.....
- 6.6 PERSONAL ETHICS.....
- 6.7 DISCRIMINATION
- 6.8 HARASSMENT AND INTIMIDATION.....
- 6.9 ALCOHOL AND NARCOTIC SUBSTANCES
- 6.10 CONFLICT OF INTEREST
- 6.11 CONFIDENTIAL INFORMATION
- 6.12 CONFIDENTIALITY WITH OUR SUPPLIERS
- 6.13 CONFIDENTIALITY WITH OUR ASSOCIATES.....
- 6.14 COMMERCIAL AND FINANCIAL RECORDS
- 6.15 COMPANY'S AND THIRD PARTY'S ASSETS

6.16 INTERACTING WITH CLIENTS AND SUPPLIERS
6.17 POLITICAL CONTRIBUTIONS
7. COMPLIANCE WITH THE CODE OF ETHICS AND CONDUCT
7.1 ASSESSING ACTIONS
7.2 ANONYMITY AND CONFIDENTIALITY
7.3 INQUIRIES AND CLAIMS' ATTENTIONS
7.4 INSTITUTIONAL PROTECTION
7.5 FALSE ACCUSATIONS
7.6 RESOLUTION
7.7 DISCIPLINARY MEASURES
7.8 HOW TO FILE AND REPORT AN INFRINGEMENT
8. REINFORCING THE INSTITUTIONAL CULTURE
8.1 DIGNIFYING MY WORK
8.2 GENDER EQUALITY AND EQUITY
8.3 CARING FOR THE RESOURCES
8.4 INFORMATION MANAGEMENT
8.5 TAKING DECISIONS
8.6 RELATIONSHIP WITH SOCIETY
8.7 ENVIRONMENT, HEALTH AND SAFETY
9. SUMMARY OF THE CODE OF ETHICS AND CONDUCT
10. HISTORY OF REVIEWS
11. COMMITMENT LETTER

1. MESSAGE FROM THE MANAGEMENT

For all of us integrating Grupo Industrial Durandco, acting responsibly is always an obligation and a rule of conduct in our work. What we do is very important, but how we do it is more relevant. Our responsibility; therefore, as members of this company is not only before our stockholders, investors, collaborators and clients, but also before the people of the communities where we work and with the environment.

Our aspiration goes beyond consolidating our leadership in the sector and being recognized as a company that values talent and experience: we want to earn the respect and admiration of all those with whom we interact, by the quality of the services we offer and by the integrity and ethics with which all of us act, from our collaborators in charge of maintaining our vessels impeccable up to those of us who have the privilege of directing the destiny of this company.

The integrity and ethics with which we expect our collaborators to act are fundamental elements to achieve our corporate vision of “consolidating as an efficient and competitive company in integral offshore services, applying the highest standards of transparency, anti-bribery practices, safety, labor health, quality, environmental protection and legal compliance”. The values that guide us are: Leadership, commitment, teamwork, respect, integration and honesty. We must always keep them in mind to achieve our objectives in the way we are interested to do so.

Hence, we have prepared this Code of Ethics, whose function is to establish in a clear way, distribute, regulate and reinforce the rules governing our organization. Its proper observance and compliance will result in the achievement of our objectives in a harmonic and ordered way, always ensuring the respect to the legal frame, to the people’s dignity and promoting good practices.

The Code herein provides us with valuable tools and judgement elements to solve diverse challenges and clarify doubts, for the correct decision-making in this company. It is the obligation of the company’s personnel to follow the principles, rules and directives contained herein in the development of their duties. We encourage you to know its content in detail and regulate your work under its principles.

We trust that it will not only be a useful and clarifying document for the performance of your responsibilities within Durandco, but you will also find valuable tools for daily life.

Cordially,

Juan Reynoso Durand
President
Grupo Industrial Durandco

Alfredo Reynoso Durand
Co-President
Grupo Industrial Durandco

2. DEFINITION OF CODE OF ETHICS / CONDUCT

Our Values:

- **Leadership.** – Motivation and influence directed towards achievements inside and outside the organization.
- **Commitment.** – We ensure the compliance with all the requirements of the Interested Parties.
- **Teamwork.** – We join efforts for the achievement of our objectives, in an environment of trust, permanent communication and respect; sharing knowledge, experience and information.
- **Ethics.** – We behave always promoting transparency, righteousness and honesty, to conduct ourselves in a responsible and fair manner.
- **Respect.** – We recognize the typical value of individuals, society and environment.
- **Integration.** – We include without discrimination, we get involved and add efforts within the organization.
- **Honesty.** – We perform our work with righteousness according to the ethical and social behavior of the company.
- **Integrity.** – We think and behave in a correct manner even when nobody witnesses our acts.

Code of Ethics: group of rules and values regulating the conduct of the people within the company's context and environment, proposing a regulation that must be complied compulsorily by its members.

Code of conduct: it is a detailed guide of our daily work based on values helping us to live our culture and reflecting before society how we perform our job to attend their needs.

(Note: The codes of conduct refer to anticorruption practices, labor and legal aspects; they must permeate from the central areas to subsidiaries and may also be applied to suppliers and subcontractors).

3. OBJECTIVE AND SCOPE

OBJECTIVE: Transmit and disclose in a clear and objective manner, the company's values and principles, regulating our corporate environment. The document herein is based on the best corporate practices that lead to the exercise of conducts based on professional ethics, values and institutionalism, taking care of social commitment, as well as the good reputation and image of Blue Marine and its subsidiaries.

SCOPE: This code applies to all the directive, administrative and operating personnel, as well as subcontracted personnel and other administrative or operating contractors that are related to the company.

4. OUR RESPONSIBILITIES

a) All the personnel:

It is the responsibility of all the collaborators to act always according to our ethical principles and values established herein, as well as promote the legality, occupational health, respect environment and society in general.

All the collaborators have the responsibility of communicating through the available channels, any situation that may seem incorrect or slightly unethical, as well as communicate immediately any suspicion or knowledge about a possible infringement of a law, guideline, policy or company's procedure.

b) Area managers:

- 1) Communicate all the personnel in their charge, the document herein and ensure that each collaborator reads, understands and adopts this code as a daily practice within their activities, in their conduct and in their behavior before the different groups of interest.
- 2) Being an example of the compliance with this code and not allowing the infringement of the standards, practices and ethical behaviors established in the document herein and in other policies and associated or complementary procedures.

c) Organizational Development and Human Capital:

Distribute and update the document herein, as well as provide the adequate follow up to the claims that correspond to it and apply the corresponding sanctions.

d) Directors:

Comply and promote a culture of compliance and integrity, as well as guarantee a positive working environment where people are treated with dignity and respect.

e) Compliance Officer:

Oversee the compliance with the code herein, as well as receive the noncompliance claims to the code herein and channel them to the compliance Committee for their analysis and determination of responsibilities. Give adequate follow up to the claims that correspond to it and apply the corresponding sanctions.

f) Compliance Committee:

Analyze the noncompliance claims to the code herein and decide the different alienation / sanction activities implying the seriousness of the fault.

5. DEFINITIONS

For the effects of the code herein, the following will be understood as:

- a) **Values:** qualities that enable personal and social well-being. They constitute the nucleus of the entrepreneurial culture by providing a sense of common direction.
- b) **Conduct typified as crime:** if such infringement constitutes a crime, the infringer, subject to the corresponding process according to penal legislation and in its case to federal or common jurisdiction.
- c) **Donation:** act consisting in giving funds or other material assets, generally for charity purposes.
- d) **The Company:** Grupo Industrial Durandco and its subsidiaries.

- e) **Principles:** Fundamental elements over which coexistence is built; they are the result of the actions that each person performs in the compliance of its activities.

- f) **Ethics:** Application of the group of principles and values allowing us to guide the conduct before acting and forming the character to reach plenitude and excellence.

- g) **Integrity:** It is the capacity of behaving in consonance with what is said or what is considered important. It is behaving according to the ethical and social rules in the activities related to the work without lying or deceiving; not hiding relevant information; respecting the confidentiality of personal information and the organization's information, and not using it in our own benefit; behaving in consonance with what is considered important. It includes communicating intentions, ideas and feelings openly and directly and being willing to behave with honesty and respect, inclusively in difficult negotiations with external agents. At all times, the Integrity of our collaborators must be present in the performance of our job, and in interpersonal relationships.
 - 1) Lying, deceiving or hiding relevant information
 - 2) Behaving with dishonesty at all times, inclusively in difficult negotiations with external agents.

- h) **Abuse of Authority:** Situation where the instruction of an order surpasses the limits of what is institutional, legal or ethical.

- i) **Compliance Committee:** Committee whose main responsibility is to oversee and ensure the compliance of the code herein within the company.

- j) **Conflict of Interest:** The possibility of affecting the impartial and objective performance of the work of employees, directors, consultants, counselors, suppliers or concerned third parties due to personal, family or business interests. Situations where the judgement of an individual and/or the integrity of its actions might be influenced or compromised due to a secondary interest of economic or personal type, due to the existence of a contraposition between the own interest and the institutional interest.

- k) **Intellectual Dishonesty:** Lack of probity in the management of information that belongs to others.

- l) **Harassment:** Incite, through any means, so that anybody does something against their will or outside the institutional, legal or ethical limits.

m) **Confidential Information:** All that information that means obtaining or maintaining a competitive or economic advantage before third parties in the performance of their activities and that is registered in documents, electronic or magnetic means, optical disks, microfilms, films or other similar instruments, being transmitted through any of these means or orally inclusively. Including as an example, the information related to:

- Business Plan
- Business strategies
- Organizational strategies
- Collaborators (personal, professional and/or labor information)
- Projects, business cases and initiatives
- Financial information
- Contracts and commercial terms
- Contests and economic proposals
- Prices and fees
- Company's technology
- Technical Specifications
- Technical and economic proposals
- Legal strategies.

n) **Confidentiality Contract:** Agreement of wills between two parties at least, to disclose information to a known third party due to its work, position, charge, performance of its profession, business relationship or based on granting a usage license, warning it about its confidentiality.

o) **Concerned parties:** Person or group that seeks or expects a benefit for themselves or for third parties in the performance or success of an organization (clients, owners, an organization's personnel, suppliers, bankers, unions, partners or the partnership). A group may be an organization, part of it or more than one organization.

p) **Preventive measures:** They are the actions whose purpose is to show the personnel the basic rules of behavior; encouraging them to remain within the conduct guidelines and motivate it to persevere in the fulfillment of their activities.

- q) **Disciplinary Corrective:** It is the sanction imposed to the personnel as result of the infringement of a guideline, policy, procedure, legal or regulating requirement. It has as purpose the correction of conduct contrary to the integrity and prevent reoccurrence.
- r) **Compliance:** It establishes adequate and sufficient policies and procedures to guarantee that a company, including its directors, collaborators and business partners comply with the applicable regulating frame. The legal rules, such as laws and regulations should not be considered only within the regulating frame but the internal policies, commitments with clients, suppliers or third parties should also be considered, and specially the ethical codes that the company has committed itself to respect, since there are a multitude of cases where the behavior may be legal but not ethical. The term in Spanish – “Cumplimiento” – or Compliance in English may be used indistinctly. *(Translator's Note: The original version of the document in Spanish uses the term in Spanish and English indistinctively.)*
- s) **Donations:** Act through which someone gives something for free in favor of another person who accepts it, without this fact deriving in a condition of compensation.

6. APPLICATION OF THE CODE OF ETHICS AND CONDUCT

6.1 COMPLIANCE WITH THE LAW AND WITH INSTITUTIONAL REGULATION

The company's collaborators and concerned parties must know, observe and apply correctly the legal frame regulating the company, to the area they belong, as well as the responsibilities of their positions and that they may behave at all times in compliance with the Laws of the United Mexican States and/or the laws of the countries where the company carries out commercial activities. The company will not tolerate activities that infringe the laws, rules or regulations applicable in each case. This includes, without limitations:

- a) General law of the Anti-corruption National System
- b) General law of administrative responsibilities
- c) Commercial and regulating conditions applicable to the sector
- d) Copyrights, commercial brands and trade secrets
- e) Information Privacy
- f) Antitrust prohibitions

- g) Corrupt practices abroad
- h) Offering or receiving facilitation payments
- i) Environmental hazards
- j) Employment discrimination or harassment
- k) Labor health and safety
- l) False or deceitful financial information
- m) Improper use of corporate assets

The compliance with all the laws and regulations applicable to the exercise of duties must never be compromised. Additionally, the collaborators must observe and comply without any exception, the company's policies, procedures and institutional guidelines.

For the effects of the above, through the Organizational Development and Human Capital, in coordination with the Quality Assurance and Compliance area obligatory and complementary training programs will be implemented, ensuring that all and every collaborator and concerned third parties, through which the corresponding area has interaction, knows and observes adequately the corresponding applicable regulation.

6.2 ANTITRUST LAWS

We must commit ourselves to promote and practice the free concurrence and economic competition, as well as avoiding incurring in antitrust activities, monopolistic practices, concentrations and other restrictions to the efficient operation of the markets in the jurisdictions where we work in compliance with the applicable laws. Although such rules may vary from one jurisdiction to another, in general, they have been designed to support free and open competition in the market.

The collaborators must not be involved in any activity that may be perceived in a reasonable manner as incapable of competing, abusive or unfair. We must not try to obtain information about the competition through illegal practices (industrial espionage, bribery, theft, electronic espionage, etc.) and must avoid issuing false or deceitful statements about our competitors or their services.

6.3 ANTIBRIBERY AND ANTICORRUPTION LAWS

The principles and bases contained in the code herein, the corresponding laws and rules, have the character of legal obligations and their inobservance may result in a consequence or sanction that may go from a simple warning to a term of imprisonment (by the corresponding authorities). This code is an instrument of prevention, counseling and guidance for collaborators and concerned third parties of the

company. However, when any of the principles and values is not complied, depending on the type of conduct, it would also be incurring in any illegality or penal liability.

We do not allow in any circumstance, corruption or bribery practices. No employee is allowed to offer, make and/or receive payments outside the law or bribery with entities, people, authorities or government to ensure any license, contract, approval or advantage for personal benefit or for the company's benefit.

The collaborators and any concerned party must maintain a proactive attitude before the founded knowledge of their faculties, as well as the conduct that must be prevented; the lack of interest to know the frame of their performance and awareness of its consequences, are attitudes contrary to this code. Consequently, the following actions must be carried out: perform their duties with respect, responsibility and integrity, the same must be promoted to consolidate them in an institutional culture. Not knowing and noncomplying with the limits of their application inside the company and before the society, are also actions contrary to the contents of the code herein.

We all are responsible for informing ourselves about how to recognize bribery and corruption activities and ensuring that we do not get involved in this type of situations, either directly or indirectly.

As collaborators and/or concerned parties, we are responsible for disclosing any act that is suspected of going against the compliance with these laws through the corresponding claim line.

6.4 MEALS, GIFTS, HOSPITALITIES AND DONATIONS

The collaborators must refrain from requesting or accepting meals, gifts or any type of hospitality or favors from clients, suppliers or companies with which we have commercial or business relationships, if by doing so its capability to perform its duties or make objective decisions in benefit of the company is compromised.

The collaborator has the responsibility of applying a reasonable criterion in these cases. As general rule, it may give or receive hospitality or gifts from clients or suppliers while these do not condition in any way its conduct towards these people or their companies, contravene the regulation or guidelines or may be considered as an incentive for a commercial decision in particular or a reward for such decision.

Unless they are delivered or received within the frame of a program duly authorized by the company, in no case the hospitality or gifts may adopt the form of money in cash or equivalent elements (for example, gift wards). See **Hospitality and donations policy POL-SIG-14**.

All the expenses for hospitality and gifts must be properly included in the expenses report. Next, specific examples are provided that may be useful:

6.4.1 Meals or invitations

Sometimes, meals or invitations may be accepted or provided, as long as they:

- Have a reasonable value and are adequate to the circumstances.
- Are similar to common presents.
- Are related to a legitimate commercial objective (this is, related directly to the promotion, demonstration or explanation of products or services, or with a contract's execution).

The invitation of reasonable value may include lunch meals and tickets to sporting and cultural events, if they are offered generally to other clients, suppliers or salespeople and the amounts and representation expenses are verifiable and agree with the policy of **Traveling and representation expenses**.

6.4.2 Publicity and promotional materials

Sometimes, publicity and promotional materials of nominal value may be accepted or delivered.

6.4.3 Gifts

Gifts and hospitalities may be received, and their receipt must be reported so that they are not interpreted as bribery, commissions or other improper payments (see **Hospitality and donations Policy POL-SIG-14**).

6.4.4 Donations

Donations are performed as assistance to the society and directly to organizations, the donations are performed with its fiscal supports, coordinated by the manager of the General Services area (see **Hospitality and donations Policy POL-SIG-14**).

6.5 INTEGRITY AND ETHICS

The collaborators are summoned to act under principles of ethics and integrity, promoting values such as leadership, integrity, responsibility, honesty, collaboration, respect, team work and quality.

6.6 PERSONAL ETHICS

An appropriate behavior is expected from all the collaborators and concerned parties, in the development of their activities and duties. The use of common sense, their own sense of decency and

morals is expected at all times. Before any doubt or concern, it is the responsibility of the employee to clarify them.

In compliance with this code, it is expected that all of us are:

- Scrupulous observants of the Law and the internal regulation.
- Reliable and committed to complying with our duties and responsibilities with high standards of legal compliance, quality, service and good anti-bribery practices.
- Honest and trustworthy in all our relationships.
- Respectful of the organization and other people in aspects such as: physical appearance, competences, attitudes, aptitudes, and languages.
- Rational, efficient and austere use of the company's resources.

In no circumstance will the following behavior be tolerable, without considering the hierarchical level in question:

- Disrespect, direct or indirect, towards coworkers, including as a list but not limited in any way, boast their hierarchy by raising their voice or shouting at someone.
- Discriminations of any kind.
- Offenses.
- Harassment and/or bullying.
- Abuse of power.
- Intellectual dishonesty.
- The noncompliance with laws, regulations and guidelines defined by the company.

6.7 DISCRIMINATION

The company is committed to providing equitable opportunities and fair treatment to all the people based on merit, without discriminating on grounds of:

- Physical appearance
- Culture
- Disability
- Language
- Gender
- Sex
- Age
- Social, economic, health or legal condition.
- Pregnancy
- Civil or legal status

- Religion
- Opinions
- Ethnic or national origin
- Sexual preferences
- Immigration status or any other characteristic protected or not protected by the law.

Discrimination is a practice not tolerated at the company.

6.8 HARASSMENT AND INTIMIDATION

Harassment may include, among other things, offensive sexual flirting, insinuations or unwanted sexual proposal, verbal abuse, demeaning words of sexual or racial nature, or exposure at the workplace of suggestive objects or images of sexual nature.

Bullying, harassment or sexual abuse in any of its forms or expressions is prohibited: verbal abuse, physical abuse, intimidation, hostility, requesting sexual favors or conducts conditioned to employment, performance assessments, promotions and/or raises.

Violence and ill-treatment are unacceptable in our working relationships and they must be reported through the claims channel immediately so that the corresponding disciplinary measures are taken.

Harassment is a practice not tolerated at the company.

6.9 ALCOHOL AND NARCOTIC SUBSTANCES

With the exception of specific events authorized by the company, it is strictly prohibited to drink alcoholic beverages and it is prohibited to use narcotic substances during working hours or at the company's facilities.

It is prohibited to have, use, sell or offer illegal drugs and other controlled substances in every circumstance during working hours or at the company's facilities. Additionally, it is prohibited for the collaborators and concerned parties to go to work or drive a company's vehicle or any vehicle during the performance of the company's labor activities, while under the influence of alcohol or any illegal drug or controlled substance.

6.10 CONFLICT OF INTEREST

The financial, commercial or academic activities in which the employee participates outside its work must be legal and must not compromise the integrity of its functions as the company's collaborator. The collaborator must inform its immediate supervisor, the Sub-direction, Management or the Compliance Committee in a timely manner, about every activity or assignment that constitutes a possible conflict of interest with its responsibilities within the company.

There is a conflict of interest when the employee allows a relationship or a personal consideration to influence on the decisions it makes related to the company's operations. No collaborator may accept, in return for considerations for third parties, dividends, interests, compensations, conditions or any type of benefit from clients, suppliers, contractors or any other company with which the company has a commercial or business relationship.

When a family or business situation may affect the impartial performance of their duties, the collaborators or concerned third parties of the company, must refrain from intervening or participating improperly in the typical or third parties' activities, for this, they may:

- Remove themselves from intervening in the attention, negotiation or resolution of issues where they have conflict of interests. As well as request, accept or receive, by themselves or by intermediary, money, goods or real state, donations, services, employees, positions or commissions and intervene or participate improperly in the selection, appointment, recruitment, promotion, suspension, cancellation, or termination of contract, for the same reasons.
- Refrain from infringing, by action or omission, the applicable legal, regulating and legislative provisions, as well as refrain from influencing in the equity of competition among service suppliers.
- Refrain from inhibiting the formulation or presentation of claims or performing, as a result, any act or omission that redounds in detriment of the interest of those formulating or presenting them.
- Refrain from taking advantage of the granted position of employment or charge to induce another employee or concerned third party to perform, delay or omit the performance of any act within their sphere of competence, reporting any benefit, gain or advantage.
- Refrain from acquiring for themselves or for other people, real states that might increase their value or in general, that improve their conditions, as result of the performance of works or investments, that have been authorized or have knowledge of, as result of their employment, charge or commission.

Based on the above, the collaborators and concerned third parties of the company must show an attitude of diligence and discipline in the compliance with the rules regulating the performance of their duties.

Not complying with the obligations that must be followed as result of their employment or duties implies the noncompliance with the Code herein.

6.11 CONFIDENTIAL INFORMATION

The employee must protect all the confidential information of the company used as part of its duties and/or is under its safekeeping.

The employee must refrain from disclosing the information referred to in this article with any person outside the company, including family and friends, except when that is required for commercial or business purposes, according to the nature of its functions at the company, in this latter case, the employee must try to adopt the preventive measures leading to guaranteeing the safekeeping of the corresponding information, such as the execution of a confidentiality agreement.

The collaborators are obliged to protect at all times the company's confidential information, even outside the labor schedule. Additionally, they must recognize the ownership of such information in favor of the company during all the labor relationship and once it has finished.

The collaborators must observe the guidelines or directives that the company issues regarding information management, safekeeping and records' disposal.

6.12 CONFIDENTIALITY WITH OUR SUPPLIERS

All those suppliers of goods and services with whom there is a commercial relationship must sign confidentiality contracts, through which it is offered to keep all the information provided to them under professional secret, industrial secret or confidentiality. All these contracts must have the approval of the Company's legal area.

6.13 CONFIDENTIALITY WITH OUR ASSOCIATES

All the personnel must sign the company's confidentiality agreement, without considering the level or position being performed. They are obliged to keep the confidentiality of the information to which they have access as result of their labor activities even after separating from these.

6.14 COMMERCIAL AND FINANCIAL RECORDS

According to the nature of their duties, the employee must guarantee the accuracy and confidentiality of all the commercial and financial records of the company. These include the financial statements, accounting records, purchasing records, leasing and services provision, contracts, quality reports, among others.

6.15 COMPANY'S AND THIRD PARTY'S ASSETS

The employee will be the only one responsible for safekeeping the goods provided by the company, such as working tools, as well as provide an adequate use for the compliance with their duties according to the corresponding policy.

The employee must refrain from using the company's goods for his personal benefit or a third party's benefit.

The theft or removal and/or unauthorized use of the company's goods, equipment or information may lead to severance and/or penal process, as it corresponds.

The theft that occurs at the work place of goods belonging to other collaborators will be considered and investigated in the same manner as the theft of the company's goods.

6.16 INTERACTING WITH CLIENTS AND SUPPLIERS

The company's collaborators must show an attitude of honesty, following the principles of legality and accountability. Generating information without sufficient backup, stop safekeeping documents and information that must be kept due to their relevance, executing duties without establishing the corresponding control measures, implementing the best practices and processes to prevent corruption and bribery acts, and avoiding any conflict of interest, are conducts contrary to those established in the code herein.

The company values its relationship with clients and suppliers and we treat them in the same way we expect to be treated.

It is always negotiated cordially with clients and suppliers. Treat them with respect and honesty. Do not participate in disloyal or confusing practices.

Additionally, it is fundamental to know and comply with the requirements, guidelines, policies, regulations and codes of relationship with our clients and business partners.

6.17 POLITICAL CONTRIBUTIONS

The company recognizes and respects the right the personnel and its suppliers have to participate in activities external to the company, such as activities of political character anywhere in the world, in their free time. In these cases, it is expected that such activities are legal and do not interfere with the responsibilities acquired with the organization or compromise it in any way. It is important to mention that the suppliers are not authorized to use the company's name in any activity alien to interactions with the company.

7. COMPLIANCE WITH THE CODE OF ETHICS AND CONDUCT

7.1 ASSESSING ACTIONS

Understand the code, comply with it and consider your actions. The code tries to consider many of the situations that the company's collaborators may face. If you have doubts about your conduct any time, ask yourself:

- Is it congruent with the Code?
- Is it institutional?
- Is it legal?
- Is it ethical?
- Does it follow the commitment we have with social environment?
- Will it reflect a good image for myself and for the company?

If the answer is "No" to any of these questions, do not do it. If necessary, request counseling within the company.

7.2 ANONYMITY AND CONFIDENTIALITY

The collaborators that present a claim will remain in anonymity, the company will perform a thorough and impartial inquiry.

With the purpose of guaranteeing the respective discretion and confidentiality, avoid discussing the issue with other coworkers or collaborators of the company.

The company ensures the claimant it will not to apply any type of retaliation harming him/her in any way either personal or work related.

7.3 INQUIRIES AND CLAIMS' ATTENTIONS

The company will address all the claims related to bribery, corruption, abuse, harassment, ... etc. For that effect, every case will be investigated with absolute professionalism in a confidential and impartial manner, determining if the Code herein, the Law, the internal regulation, policies or guidelines have been infringed and implementing the corresponding corrective measures.

The investigation will be performed based on that defined in the **PRO-SIG-32 Approach and inquiry and claims**.

With the purpose of making all the investigation related to the document herein more efficient, the collaborators are encouraged to cooperate and answer to all the questions of the investigation with integrity and honesty.

7.4 INSTITUTIONAL PROTECTION

The company values the help and participation of collaborators to identify and report any possible problem or conflict of ethical nature that the company needs to know.

Based on the above, every retaliation towards the collaborators that file with complete honesty a report or request associated to the compliance with the code herein constitutes an infringement to it, and that will be subjected to the conducive measures.

7.5 FALSE ACCUSATIONS

The company will protect every employee filing a claim related to an honest concern; however, issuing false accusations, lying to investigators; and refusing or declining to collaborate with an investigation related to any type of claim will constitute infringements.

Honest information does not imply the employee is right when reporting a concern; it just means that the employee just has to be sure that the provided information is precise.

7.6 RESOLUTION

The Compliance Committee will resolve all the reports and requests related to the compliance with any guideline; however, in its judgement and based on the relevance of the case, it may request the support of the Governing Body for its definitive discussion.

7.7 DISCIPLINARY MEASURES

The compliance with all the provisions of the code herein is fundamental at all times, inside and outside the Company. The code's infringers will be subjected to the corresponding disciplinary measures, that might include dismissal, considerable damage and civil damage, fines, penalties and terms of imprisonment, among other sanctions. It is important to point out that the company might also face important fines and sanctions, in addition to reputational damage and the risk of being compromised in every sense.

As part of the resolution being determined in the cases where noncompliance to the Code herein has occurred, the company, through the Compliance Committee will issue the disciplinary measures it deems pertinent, according to the nature, recurrence and other circumstances associated to the respective infringement.

For the effects of that stated in the previous paragraph, whoever infringes a legal or regulating precept will receive a disciplinary correction, according to its position and the magnitude of the infringement, the company will use a progressive disciplinary system. The recurrence of infringements or faults of a more serious nature may originate measures such as:

TYPE OF FAULT	DEFINITION	DISCIPLINARY SANCTION	REGULATING AUTHORITY
Omission	Carelessness of the person in charge of an activity or process, produced without the will of noncomplying, infringing or due to the lack of knowledge of any guideline, policy, procedure.	Warning	Human Resources
Non-compliance	It is the infraction, fault, disobedience or intentional infringement of a guideline, policy, procedure by the person in charge of the activity or process.	Administrative Minute/Suspension/ Loss of bonus	Compliance Committee
Conduct typified as crime	If such an infraction constitutes a crime, the infringer will be subjected to the corresponding process according to the penal legislation and in its case to the federal or common jurisdiction.	Definitive separation from the position, presentation before the authorities	Governing Body / Compliance Committee

7.8 HOW TO FILE AND REPORT AN INFRINGEMENT

The collaborators are obliged to file a claim regarding any conduct contrary to rights, detrimental or potentially detrimental to the human rights of all the people, or incompatible to the principles and values stipulated by the code herein, as well as any established guideline.

The claims will be filed based on that defined in the **PRO-SIG-32 Approach and investigation of claims**.

You may file a claim or report faults or noncompliances with the code of ethics and conduct or any defined guideline, via email to: Línea_denuncia@bluemarine.com.mx

8. REINFORCING THE INSTITUTIONAL CULTURE

8.1 DIGNIFYING MY WORK

The collaborators must perform their duties with honesty, probity, and impartiality, avoiding abusing it to obtain personal benefits or in favor of third parties; seeking privileges of any kind, among them, economic, professional or influence; offer, perform or request favors of any kind to harm any person, as well as use their level or hierarchy to impose doctrines, political, religious or cultural ideologies or beliefs, since they constitute infringement to the principles administered by this code.

The personnel must comply with their work, activities and/or daily tasks without any delay and within the established schedules, which will be determined according to their level, hierarchy or degree of responsibility. Such obligation implies also punctuality at the beginning of the work day and the exclusive dedication to the subjects required by the company.

Hierarchical supervisors must respect the schedules of the personnel in their charge, as well as promote an adequate environment for the development of activities that allow a healthy balance between work and personal life.

8.2 GENDER EQUALITY AND EQUITY

The collaborators will always conduct themselves in compliance with the applicable regulation regarding equality and not discrimination based on gender; they will promote emphatically the use of an inclusive language focused on gender within the Institution, in all their areas and levels, with the purpose of promoting substantial equality between women and men, trying to encourage a labor environment where the equality in treatment and opportunities is guaranteed between women and men.

The collaborators must promote the respect to human rights, as well as guarantee a labor environment free from violence, they must base their conduct on the full respect to human rights, conducts of bullying and sexual harassment are totally unacceptable, that in addition to infringing the code herein, they may be considered a source of administrative and penal sanctions.

8.3 CARING FOR THE RESOURCES

The optimum usage of resources and means to reach the objectives in the most economic and product way possible. It is important to point out the importance of the utilization of any type of resource used at the company, whether they are material, that may go from stationery to vehicles or physical or intangible facilities, such as the personnel's time, whose waste or interference represents a meaningful depletion for the compliance with the strategic objectives.

8.4 INFORMATION MANAGEMENT

The collaborators must safekeep and maintain in confidentiality all the information that as result of their job, position or commission, is known to them, specially referring to the management of personal data or strictly related to the people's intimacy and safety, except in those cases where it is determined that it is of the public interest in compliance with that established in the legislation regarding transparency, and access to public information that results applicable or that is ordered by any competent authority.

Any doubt that arises regarding the confidential management of information or placing it at the disposal of any person requesting it, will be addressed by the Compliance Committee.

Guarantee the confidentiality of commercial and financial records is everyone's responsibility. For the effects of the above, the following must be observed:

- Record and classify always the transactions in the pertinent accounting period and in the corresponding account and department (costs center, dimension and purpose). Do not delay or accelerate the record of revenues or expenses.
- Every requirement must be backed up by the corresponding documentation.
- Ensure that all the reports sent to the regulating authorities are complete, reasonable, precise, timely and comprehensible; and in the applicable cases, that they are authorized by the competent Authority.
- Never falsify and/or alter a document.
- Do not distort the true nature of a transaction.

Do not support or participate in another person's efforts to avoid taxes or subvert the laws; for this reason, the payments must be performed generally only to the person or company that actually provides the goods or services. The payments must be performed in the supplier's country of origin, where it operates or where the goods were sold, or the services were provided, unless the supplier has been assigned the payment lawfully, or its accounts receivable have been sold to another entity. The exceptions must be approved previously.

8.5 TAKING DECISIONS

The company's leaders will act always in a manner congruent with the principles that must be observed in the performance of a job, charge or duty, convinced in the commitment of adjusting their conduct so that an ethic performance prevails, responding to the company's interest and generating a full certainty of their conduct before all the people linked to them or observed in their performance.

The leadership, understood as the capacity to influence other people, entailing diverse aptitudes and capabilities in the people exercising it, but especially, it is based on its reliability, this is, their commitment with ethical values. In fact, the leader "drives" because its followers see in him/her an example to follow and a fundamental component of its magnetism is found in its adhesion to determined moral principles.

The leaders are guides, examples and promoters of the Code of Ethics and the Integrity Rules, promoting and applying in the performance of their duties, the principles that the Constitution and the law impose on them, as well as those additional values that are intrinsic due to their importance.

8.6 RELATIONSHIP WITH SOCIETY

Social responsibility will be the guideline of desirable operation in every action of social and institutional policies. Because of this, the company will assume the role of planning and generating collaboration spaces among the different areas and civil society to strengthen the idea of a common and sustainable project.

The company, being aware of the need to promote substantial improvements in the way of operating, will back up actions and decisions, individual as well as collective that cause a positive impact at social and environmental level.

8.7 ENVIRONMENT, HEALTH AND SAFETY

The ecological or environmental context, as well as the cultural context, in addition to their importance to create and preserve ideal spaces to guarantee the development and personal wellbeing of collaborators and visitors, promote the awareness of the need for their protection and preservation, as legacy to the future generations.

Based on the above, as long as the values provided within the Code herein motivate the responsible performance, with the willingness to respect, defend and preserve the culture and environment of our country, in addition to discouraging every harm to such patrimony as basic principle of conduct, we assume the commitment of promoting the sustainable use and rationality of natural and/or non-renewable resources that guarantee the promotion of a culture to reduce, reuse and recycling residues with which it has contact and remain informed about preventive, and environmental and cultural care actions.

Social responsibility is assumed as part of personal and institutional ethics, meaning the active and voluntary commitment in the decisions and actions that improve the quality of life of all the people and contributing to building or strengthening a company and, therefore, a fair and equitable society.

9. SUMMARY OF THE CODE OF ETHICS AND CONDUCT



2. It applies to all the employees

1. *Aplica a todos los empleados*



2. *Siempre daremos cumplimiento a las leyes y normatividad aplicable*

1. *We will always comply with the applicable laws and regulation.*



4. *Offering or receiving bribes is prohibited.*

3. *Ofrecer o recibir sobornos está prohibido*



4. *La discriminación y el acoso están prohibidos*

3. *Discrimination and harassment are prohibited.*



6. *Using drugs and drinking alcohol are prohibited.*

5. *El consumo de drogas y alcohol están prohibidos*



6. *Se protegerá la información de la empresa (confidencialidad)*

5. *The company's information will be protected (confidentiality).*



7. *The use of the company's goods for personal purposes is prohibited.*

7. *El uso de los bienes de la empresa para fines personales está prohibido*



8. *Las medidas disciplinarias serán determinadas por el Comité de compliance*

8. *The disciplinary measures will be determined by the Compliance Committee.*

10. HISTORY OF REVIEWS

Review No.	Date	Changes
02	November 2018	Include document's coding Integrate the company's values Clarify responsibilities Include several aspects such as: <ul style="list-style-type: none"> a) Anti-trusts Law b) Anti-corruption Law c) Discrimination d) Harassment and intimidation e) Commitment letter f) Etc. Include sanctions table Include commitment letter
01	April 2016	Format and information adjustment
00	December 2014	New document

11.COMMITMENT LETTER

Commitment Letter. -

I attest that I have read the Code of Ethics and Conduct and that I understand completely its contents, as well as the inexcusable responsibility to observe its compliance by the sole fact that I am a member of this company.

I accept I have read and understood the Values, as well as the conduct guidelines regulating our company; therefore, I commit myself to acting at all times, in my responsibilities as collaborator of this company, applying (living the values that unite us and being an active promoter of) the same.

I understand that their compliance is compulsory for all the company's personnel and I also understand the sanctions in case of noncompliance.

I state that I comply with the conduct guidelines established herein and that I have no current or possible conflict of interest in the performance of my position.

Employee's name: _____

Signature: _____

Date: _____