



# Code of Ethics – Principles and Values

## EMPRESAS COPEC S.A.

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## Introduction

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### **Foreword by the General Manager**

To all our collaborators:

Right from the outset, the spirit of Empresas Copec has been distinguished by a set of principles, forged due to the values that go beyond all the company's levels, with employees and executives of ethical, professional, technical and human excellence.

The Company's business philosophy is marked by the firm conviction that a company's success is not limited to achieving its business objectives. Empresas Copec therefore seeks to drive active cooperation with all its stakeholders to engage responsibly with the country's social and human development, and create wealth, generate employment and safeguard permanent financial sustainability. Moreover, for Empresas Copec its responsibilities start inside the organization, and its first commitment is therefore to each of its employees.

This way of thinking and acting has not only enabled the Company to assure good management, investment and productive practice but also to maintain a sound commitment to those who are directly and indirectly involved in achieving the strategic targets and objectives of each of the holding's companies, and to the community and surroundings, contributing to improving the quality of life and to the country's comprehensive development.

Throughout our business history, we have always acted in accordance with ethical principles, personal integrity and fully honoring the regulations established. The value of austerity, honesty, a job well done and strictly fulfilling promises have been core pillars.

The Board of Directors of Empresas Copec has decided to fully embrace the principles and conduct with which it has forged this track record. To such end, this "Code of Ethics – Principles and Values" has been drawn up, which sets out the principles and policies that should guide the conduct of each person who belongs to the Company.

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We all have the obligation of abiding by this Code of Ethics, not only to guarantee that the activities we undertake strictly adhere to laws and other regulations applicable to the Company but also as a way of achieving high standards of corporate social responsibility, transparency and mutual respect. All this will necessarily lead to a more valued, safer, more productive, more accountable and nicer Company for everybody.

I would appreciate it if, after having read this document, you express your conformity and acceptance by signing the form enclosed.

Yours sincerely,

**Eduardo Navarro**  
Chief Executive Officer

## Introduction

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### **Our Mission**

Empresas Copec is a world class company, which seeks to provide an attractive long-term return for its investors and contribute to the development of Chile and of the countries where it undertakes its operations. To achieve this, it mainly invests in energy and natural resources, and, generally, in business areas where it can create sustainable value. While it undertakes its operations, it strives to be a good citizen and address and honor the interests of shareholders, employees, partners, suppliers, customers, communities and all the parties with whom it is in some way involved. Empresas Copec performs its operations with excellence, and all its decisions are carried out according to the highest ethical and transparency standards.

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### **Our Vision**

To contribute to society by generating the most value possible, which sustainably benefits shareholders, employees, suppliers, customers and the communities around our operations, by means of efficient, responsible, innovative and quality management in all our processes.

To promote the sustainable use of the natural and energy resources of our environment, investing in research, technology innovation and training to prevent and gradually, continually and systematically reduce the environmental footprint of our activities, products and services.

To develop our activities with the highest quality standards and sustained over time, driving our suppliers to operate under these same standards.

To safeguard the safety and occupational health of our employees, striving to continually and steadily reduce the safety risks of our operations and services.

To create conditions for the development of all the people who belong to the Company, promoting workplaces based on respect, honesty, professional quality, training and teamwork.

To forge permanent relations of mutual collaboration with the communities where the Company is present, supporting their development.

To keep up transparent and honest communication with the different major players for our Company.

To comply with the regulations in force and other commitments regulating our business and, in as far as we can, exceed the standards established.

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To have and apply systems and procedures enabling us to manage the risks of our business, regularly assessing our performance in all the processes and taking the timely corrective action needed.

To disseminate these commitments to our employees, contractors and suppliers, getting this policy implemented with everybody's collaboration and effort, and training and involving everybody to comply with it.

To work with dedication, correctly, honestly, and with excellence and to be true to the values and policies of Empresas Copec.



## Principles and Values

### 1. Code Application and Scope

#### 1.1 Definitions

**Board of Directors.** The higher governance body of the Company.

**Code of Ethics – Principles and Values.** This document, also called “Code of Ethics.”

**Company.** Empresas Copec.

**Employees.** All those people who have an employment contract with the Company, whatever their nature.

**Ethics Committee.** The Board advisory body on ethics and organizational conduct, whose functions are outlined in this Code.

**Offense Prevention Model.** Set of regulations and systems to prevent the offenses laid down in Law 20.393 and its amending laws, and other misconduct.

**Law 20.393 on the Criminal Liability of Companies.** This Law was enacted in December 2009, and lays down criminal liability for the Company for certain offenses committed by people in the Company. It also establishes prevention methods and other elements included in this Code.

**Person in Charge of Offense Prevention.** The person accountable for managing the Offense Prevention Model established pursuant to Law 20.393 and its amending laws.



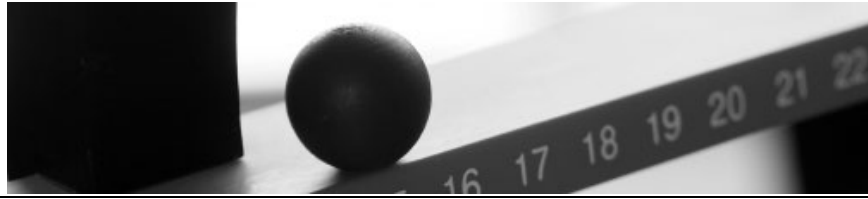
**Hotline.** Procedure for Company staff to blow the whistle, by means of confidential communication channels that guarantee total anonymity, on offenses set forth in Law 20.393 and its amending laws, and for other misconduct.

**Sensitive Information Guidelines.** Set of regulations issued by the Company pursuant to what is set forth in General Regulation 270 of 2009 of the Superintendency of Securities and Insurance, currently replaced by the Commission for the Financial Market (CMF). The main provisions of such internal standards regulate the handling of information in the securities market and restrictions on Company employees of using confidential and privileged information.

**Company Employees.** Directors, senior managers and employees, indistinctly.

**Internal Housekeeping, Hygiene and Safety Regulation.** This is a document that is compulsory for Company employees to know, which regulates the obligations of the Company and employees on these issues.

**Community Contribution Policy.** This document is of compulsory compliance by the entire organization, i.e., Directors, senior managers, employees, temporary personnel, advisors and external collaborators, and is a guiding reference for the decisions made on deemed appropriate and that benefit the country and communities with which the Company is related.



## **1.2 Application Scope**

This Code of Ethics outlines the basic obligations we all have to the Company based on ethics and good conduct that the Board of Directors expects to be permanently applied by each person who is part of our Company.

This Code was not developed to cover all the possible situations or as a compendium of all the laws and regulations to which the Company is subject. It therefore does not replace or repeal other internal policies and/or procedures but on the contrary complements them.

The regulations of this Code apply to this company. Its affiliates are governed by documents adapted to each business reality.

It is the responsibility of all the people in the Company to thoroughly know, comply with and enforce the provisions of this Code.

The content of this Code should be abided by without exception.

## **1.3 Updates**

The Board of Directors is accountable for drawing up and updating this Code. It has also appointed an Ethics Committee, which shall study and propose to the Board an update to the Code of Ethics, and help to resolve any doubt about its application to specific cases.



## 1.4 Interpretation

Company employees shall always use their common sense and good judgment when addressing situations of misconduct, and seek guidance if they are not sure how to act in a particular case.

The regulations contained in this Code are based on the laws and regulations applicable to the conduct of people in their relations with the Company but additional or complementary regulations are established. On the contrary, it should be understood that for those issues with no special regulation in this Code the legal and regulatory provisions in force shall fully apply, which shall replace any lack of regulation in the Code and/or complement its content.

The Company may, when it deems it necessary and in particular circumstances, establish stricter requirements of staff conduct, which shall always be informed through the formal channels.

Any queries or doubts by the people of the Company about the interpretation of this Code should be addressed to the respective head.



## 2. Core Principles

### 2.1 Personal Integrity

It is hoped that Company employees maintain sound principles for all their acts, not only regarding it but also in their personal lives.

The Company expects honest and responsible conduct from its collaborators in all the areas of daily work. Such conduct shall prevail in any circumstance.

Nobody in the Company may ask or suggest to any collaborator to act wrongfully, in accordance with the laws and regulations of conduct set forth in this Code. People who believe they are being pressured by heads or superiors to undertake any wrongful acts shall inform of such situation through the Hotline so it is known and duly resolved.

A wrongful act according to the regulations of this Code is unjustifiable, even though its objective or outcome benefits the Company.

The permanent striving to attain excellence every day in the work undertaken is a core part of the principles and values that should inspire our work.



## **2.2 Work Environment and Safety in the Workplace**

It is priority for the Company to generate the conditions for the development of all its employees, providing workplaces based on safe work, respect, honesty, professional quality, training and teamwork.

In this area, it is an ongoing Company objective to safeguard the safety and occupational health of its employees, striving to continually and steadily reduce the risks of operations. For this, there must be procedures in place to minimize the risks inherent to our operations, regularly assessment of the performance of all processes, and the timely corrective action needed, providing effective information and training in due time on safety issues.

Furthermore, the Company rejects child labor in all its forms and adheres to the laws on freedom of association.

## **2.3 Honoring of Antitrust**

The Company promotes and honors antitrust. It is a core value for it, which governs each and all of the areas of its operations. Competition furthers efficiency and creativity, enabling fair relations to be established with our customers, suppliers and competitors.



Competition should be governed by the Company's objectives and not by considerations inherent to the market in which it operates. It is prohibited to reach any agreement whatsoever with competitors or suppliers that constrains antitrust. Should there be any doubt, Company employees should consult their respective heads when drawing up and signing agreements and contracts or undertaking any action that might break laws or regulations on trade and competition.

Despite the fact that is a Company Policy to avoid any contact with competitors, in the case of absence of such, for a legitimate reason, especially at trade association level, it is important that, should there be any doubt about the nature of this contact with them, the respective head is consulted. In any case, the safest way of preventing situations of this kind is to avoid meetings or other forms of communications with competitors unless there is total certainty that the issues to be addressed do not concern antitrust.

### **2.4 Company Representation**

Company employees work on behalf of it exclusively in those situations for which they have been given this faculty or authorization, be this due to the nature of their job position or to express delegation. It is therefore prohibited to act on behalf of the Company when they have not been authorized to do so.



They shall take special care to make it clear they are working personally when own acts might be confused with acts on behalf of the Company. The following examples can be mentioned: joining political campaigns, giving opinions to the media, participating in activities of social and community organizations of any kind, making donations, filing applications to the authorities, making statements, etc. Employees shall also take great care in relations with government officials and public authorities, for which it will always be necessary to verify that they are empowered to interact with those authorities representing the Company.

It is forbidden to use the Company stationery, business cards or seals for personal communications.

### **2.5 Conflicts of Interest**

Conflicts of interest usually arise when Company employees, who are in a position to have an influence on its policies or decisions, and their spouses or relatives to the second degree by blood (parents, children, grandparents, grandchildren and siblings) have a large investment, or a management position in another company with which the Company has commercial relations. Should a conflict of interest arise, the Company employees in this situation shall refrain from making decisions for the Company, informing their direct head so decisions are made by whoever has the faculties for this and with no conflicts of this kind.

It is the responsibility of each Company employee to fully find out about his or her potential conflict of interests, consulting the direct head or to the Company legal counsel.



Empresas Copec has a Conflict of Interest Policy that aims to identify the main situations that configure, or could configure, a conflict of interest, and establish the form that Directors, Responsible, Executives, Representatives, Senior Management, Employees and Company advisors must act to declare and resolve these conflicts.

### **2.6 Protection of Company Goods**

Company employees should take care of its goods, as they support productive and stable work.

Efforts should be made so the wear and tear of assets does not exceed their appropriate use.

It is forbidden to lend or assign assets to third parties without the due authorization.

Company employees have the responsibility of safeguarding the confidentiality of the information they have about the Company, diligently safeguarding documents and files so they are not read by unauthorized third parties.

Company knowledge should not be transferred to third parties or competitors, particularly that which if known by competitors could cause damage to the Company.

The knowledge of procedures and ideas generated by people in activities paid by the Company belongs to it. The unauthorized use of these Company intangible assets, even by those people who have generated them, is prohibited, and the head should in any case be consulted to resolve any doubts about this issue.



It is not permitted to remove documents or information from the Company about it without authorization, even though the person has generated such information. This particularly applies to information on computers and electronic devices used by employees in their work.

The Company establishes in-house control policies and procedures that address different aspects of the organization's operation. Company employees must keep these procedures operating and collaborate with their operation.

### **2.7 Use of Company Goods for Personal Purposes Effects**

The unauthorized use of Company goods for personal effects or for anything outside the work set by the Company is prohibited. Any authorization for their use shall, in any case, be formal.

### **2.8 Courtesies and Gifts**

Company employees must not ask, accept, receive, offer or make any kind of economic benefits or of another nature, or gifts, to public and/or private national or foreign officials, for their benefit or from third parties, orders, accepted, offered or given because of their position.

Likewise, Company employees must not accept, receive, offer or make any kind of economic benefits or of another nature, or gifts, to customers or suppliers, for their benefit or from third parties.



In the cases previously indicated in this section 2.8, exceptionally they may be accepted, offered or given benefits of low economic value, authorized by custom as manifestations of courtesy and good education, if this could not be interpreted as the deliberate will to affect independence , impartiality or criteria of third parties or the person of the Company.

In this context, care must be taken that when making invitations to dinners or events on the occasion of work matters, these can be understood as a commitment, an undue influence, or that by their character, nature or frequency, this could be interpreted as the will deliberate to affect the independence, impartiality or criteria of third parties.

Should a Company employee be invited to a dinner, event or trip by suppliers or customers, he or she shall make sure this does not affect his or her independence with respect to those making the invitation, or even that this might be construed by third parties as a loss of independence. If dinner, event or travel require transfers or accommodations, the expenses must be paid by the Company, except for exceptional situations that will be resolved on their merit.

The Company is contrary to having an influence on the will of those third parties to get any benefit by using unethical practices.

Should there be any doubt about this matter, the respective direct head should be consulted.



### **2.9 Supplier Relations**

The relationship between Company employees and suppliers shall be kept strictly independent and according to the Company's interests as one of fair and transparent relations. This means not undertaking any undue commitment or partiality regarding a supplier, always giving priority to factors of usefulness, quality, timeliness and budget that are the most favorable for the Company, and in no case privilege one supplier over another in exchange for a benefit of any kind.

The choice and hiring of suppliers shall be based on technical, professional, ethical factors and the Company needs, and their proposals shall be selected based on objective factors, like competency, timeliness, price and quality. The selection procedures shall be transparent, established prior to selection, and provable to the senior levels of the Company.

Negotiating with companies or people about which there is some reasonable doubt as to their honesty or ethical principles shall be avoided.

### **2.10 Sustainability and Environmental Conservation**

The Company is committed to developing operations sustainably with a long-term vision and with the due environmental protection and conservation.

In its operations the Company considers aspects concerning conservation of the resources and environmental respect and protection, embracing good practice, values and commitments. Likewise, its policies include compliance with the current legal and administrative requirements and the application of responsible standards in those cases in which there are no governing laws or regulations.

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The daily actions of each person in the Company shall bear an attitude that is commensurate with the sustainability of the activity and protection and conservation of the environment, considering compliance with legislation in force and the Company's regulations on this.

Likewise, the Company undertakes its activities in a business environment in which its employees, service providers, nature, customs and community idiosyncrasies interact, form part of and affect business development. Bearing this in mind, the Company makes contributions for the progress of society, particularly to its stakeholders, privileging contribute to long-term community development, particularly concerning education, culture, innovation, overcoming of poverty and sport.

In this regard, the Company has a policy Contributions to the Community establishing a methodology so that the Company's support and contributions made by means of donations, sponsorship and support are undertaken, in form and essence, in accordance with its principles and values, and directly benefit the community.



### **2.11 Offenses under Law 20.393**

Pursuant to Law N°20.393, which lays down criminal liability of companies for offenses of bribery of a national or foreign public official, asset laundering, financing of terrorism, receiving, corruption between individuals, unfair administration, incompatible negotiation, misappropriation; extractive activities without aquaculture concession, in areas of management and exploitation of benthic resources; management of hydrobiological resources in a collapsed or overexploited state, or derived products, without accrediting their legal origin; contamination of bodies of water; management of banned hydrobiological resources; and others that are incorporated in the future, the Company might be liable for such offenses committed by employees and their subordinates in the area of their functions.

Such conduct is wrongful according to the general provisions of this Code. Notwithstanding this, it is expressly left on record that the Company outlaws any conduct set forth in Law N°20.393 and its amending laws. The offenses are set out in this Law, and the Company has informed such information, which is understood to be known by Company employees. In any case, employees can consult the person in charge of offense prevention or his or her head, accordingly, to learn more about specific situations in which there might be a risk of being involved in the mentioned offenses.

The prohibition of committing those offenses set forth in this law also applies to suppliers, and generally those who provide services to the Company without being part of it. For this, the Company establishes these obligations in the respective service contracts.



### **2.12 Handling of Information**

Laws have been enacted and standards and regulations promulgated in the securities markets in which the Company operates about the use and disclosure of corporate information. The purpose of such regulations is to protect shareholder interests, giving them full and accurate information on material aspects of the business that might affect the perception of the Company's value and assure that its staff having access to confidential information does not use it for its own benefit.

To such effect, the Company has drawn up and implemented the Sensitive Information Guidelines that is a requirement of General Regulation 270 of 2009 of the Superintendency of Securities and Insurance (today Commission for the Financial Market). This document is understood be an integral part of the standards of conduct set out in this Code and should be known and understood by anybody in the Company who might have access to confidential information, with this being understood as any information that has not be disclosed to the market and whose knowledge could influence the perception of the Company's value. These provisions are mandatory for Directors, CEO, managers, executives, administrators, employees, advisors and, in general, anyone with access to privileged information.

Information about the operations of the Company and its affiliates is confidential, and its disclosure to third parties could therefore harm the interests of the Company or people with whom it has commercial relations or negotiations. It is the Company's policy to limit the number of people with access to confidential information and minimize the middlemen between the generation and disclosure of such information.



Due to this, it is the responsibility of any employee to safeguard any document and/or securities to which he or she has access with the due security, strictly abiding by the in-house regulation. Whenever disclosure of this information by a Company employee is deemed to be necessary for commercial reasons, the corresponding authorization must be obtained from management.

### **2.13 Accuracy of Information**

It is the Company's policy that special care be taken to report its financial standing to the securities market timely, fully, accurately and reliably.

The transparency, veracity and representativeness of the information reported to the market is a priority in the operations of Empresas Copec. In keeping with this, the Company has drawn up procedures, instruments and channels to timely report what is happening in the parent company and affiliates, minimizing the inconsistencies of information and facilitating the suitable operation of the financial market.

Our legal and accounting ledgers and records and the operative records and any information for management must be reliable and comply in-kind and essence with the regulations, current accounting practices and our policies and procedures with no further consideration.



The transactions between the Company and its affiliates or with third parties shall be timely and accurately recorded in our accounting ledgers. Under no circumstance is it permitted to conceal information and/or provide inaccurate or incomplete data.

Any information furnished by Company employees to their direct supervisors, to internal and external auditors, and the documentation required by other institutions or bodies must, in good faith and to the best of their knowledge, be timely, complete, true and reliable. It is the responsibility of each employee to provide any information clearly and transparently.

### **2.14 Non-discrimination and Respect**

The Company respects the dignity of people, rejecting discriminatory attitudes based on race, religion, gender, age, sexual orientation, nationality, marital status, disability, etc. This applies to collaborators and applicants for new job positions. Arbitrary discrimination must not be part of the recruitment and hiring processes, or the definition of employment terms and conditions (such as tasks to be undertaken, training, remuneration, benefits, promotion, transfers and in-house discipline).

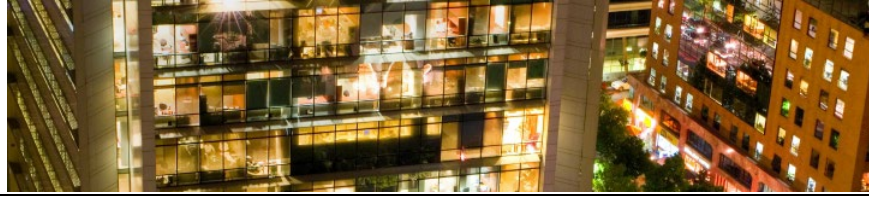
Sexual harassment and undue pressure on the person affected to keep quiet about such conduct should be particularly outlawed.



Any employee of the Company who considers that he or she is a victim of harassment has efficient channels to report this, as laid down in laws. This should be the first step act in accordance with what is set forth in the Internal Housekeeping, Hygiene and Safety Regulation. If no reaction is perceived, the employee can resort to the Hotline.

### **2.15 Intellectual Property**

It is the Company's policy to respect the intellectual property that third parties might have for their products. This particularly includes industrial secrets, software products, etc., and there should be special respect for complying with current legislation.



## 3. Organization

### 3.1 Ethics Committee

The Ethics Committee is responsible for advising the Board of Directors on ethics and conduct in the Company, and assuring the due application and dissemination of this Code.

Its main functions are:

- To promote the values and conduct that are set out in the Code of Ethics – Principles and Values.
- To facilitate and help the person in charge of offense prevention to develop, implement and effectively operate the Offense Prevention Model or other associated with ethics and values.
- To be a body for consultation on ethics and conduct.
- To help solve conflicts related to the application of the Code of Ethics – Principles and Values.
- To refer special cases to the appropriate level.
- To channel the investigation and documentation of the cases presented by the person in charge of offense prevention or another function responsible for receiving complaints.
- To review employee clarification requests.
- To propose, if applicable, disciplinary or other measures, as a result of investigations conducted by the person in charge of offense prevention, and in accordance with the provisions of the Internal Order, Hygiene and Safety Regulations.



- To propose updates and modifications to the Code of Ethics to the Board.

The Company Board shall appoint the members of the Ethics Committee, which shall be made known to all Company employees.

### **3.2 Offense Prevention Model**

The Offense Prevention Model is a set of institutions, regulations and procedures envisaged in Law 20.393 and its amending laws to manage organizational conduct compliance situations.

### **3.3 Person in Charge of Offense Prevention**

The person in charge of offense prevention is appointed by the Board to manage the Offense Prevention Model. This person shall develop and inform procedures that help to prevent undesired conduct, train employees in the understanding of its scope, and report to the Board half-yearly on the progress and new aspects of prevention management.

This person shall also manage the Hotline, which allows Company employees to inform higher levels anonymously, timely and quickly of reports of breaches of what is laid down in Law 20.393 and its amending laws.

The roles and responsibilities of the person in charge of Offense Prevention are found in the Offense Prevention Policy.



### **3.4 Hotline**

The Company has set up a Hotline, which will be available for Company employees to use anonymously for any conduct they might consider to be wrongful by Company employees or bodies that have relations with the Company. The Complaint Procedure is established in the “Hotline” document, which is available to all Company employees.

Responsibly reporting acts that breach this Code of Ethics shall be construed as a contribution to maintaining a high standard of ethics in the Company, and shall in no way be subject to retaliation or negative consequences for whoever deems it necessary to blow the whistle.

The procedure for using the Hotline for those issues that directly concern common non-compliance with the Code of Ethics shall be established by the Ethics Committee, which all Company employees and executives shall be widely informed of.

### **3.5 Compliance**

Company employees must comply with this Code, the specific policies regulating it, the regulations in force and the Internal Housekeeping, Hygiene and Safety Regulation.

Conduct that breaches what is laid down in this Code will be subject to action taken by the Company, according to the seriousness of the non-compliance. This is notwithstanding the infringement of what is set forth in legislation and civil or criminal liability that in each case is demandable.

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When a person is careful about and responsible for own acts, this person must not be complacent with the wrongful conduct of others. To such effect, all employees have the obligation of informing their heads and/or using the hotline for conduct they deem breaches of the provisions of this Code.

The Company will make this Code available to all employees when they are hired and once a year will be asked to declare their knowledge of that.

The Code of Ethics is available for all Company employees.

## Code of Ethics



### **Declaration of Commitment to the Code of Ethics – Principles and Values**

I hereby declare that I have read the Company's "Code of Ethics – Principles and Values", effective at the day of the date, and understand the importance and context of the rules contained therein.

I am aware compliance with them is compulsory for all Company employees and that by complying with the Code of Ethics I am helping to create a better work environment, further my personal and professional development and make a contribution to the Company's prestige.

Place and date: \_\_\_\_\_

Signature: \_\_\_\_\_

Full name: \_\_\_\_\_