



## **Integrity Program implementation and follow-up**

*This document is solely intended to provide guidance and to serve as a complement to any other laws applicable in Argentina or to any other governmental rule or regulation that hereafter modifies or supersedes them. Its purpose is to complement existing laws, and in no way should it be interpreted as a substitute for said laws. Should any procedure included herein contradict such laws, the latter must prevail.*

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## **I. IMPLEMENTATION AND FOLLOW-UP - INTEGRITY PROGRAM**

### **1. CONTENTS**

This section addresses the implementation of and follow-up to the Company's Integrity Program, as well as the roles of the Internal Manager and the Compliance Committee.

The Internal Manager and the Compliance Committee work to ensure compliance with the Code, the Laws and any Complementary Policies that may be implemented.

In addition, they are responsible for fomenting an ethical workplace culture by promoting updates to the policies, guidelines and procedures related to compliance with the Code and the Laws.

### **2. INTERNAL MANAGER**

The internal manager ("Internal Manager") must have all the necessary skills and qualifications to serve in this position. Specifically, he or she must be independent and impartial in order to successfully fulfill his or her role as described in this Code.

The Internal Manager shall be appointed and replaced by the members of the Board of Directors of the Company. In the event of resignation, removal or incapacity, the Director shall appoint a provisional Internal Manager who shall serve until a new Internal Manager is appointed.

#### **Resources assigned to the Internal Manager**

The Internal Manager must have all the necessary resources to carry out his or her functions satisfactorily. Should the Internal Manager deem additional resources necessary, this situation must be reported to the Directors, who shall assess the appropriateness of such a request.

The Internal Manager must communicate openly with the members of the Board in order to report all relevant issues connected with this document. Should notice be given regarding

violations or potential violations, the Internal Manager shall file a biannual report on his or her performance and include all measures and actions taken.

### **3. COMPLIANCE COMMITTEE**

The Compliance Committee is the supreme decision-making authority with regard to the implementation and observance of this Code. In exercising their duties, Compliance Committee members shall secure all necessary means to ensure that Staff members know, understand the scope of and follow this Code and any Complementary Policies in the workplace.

The Compliance Committee shall be composed of 5 (five) members having different specializations, roles and positions in the Company's hierarchy. Said members shall be appointed and replaced by the Directors. Appointments shall be documented in the Board of Directors' minutes and communicated internally to all Staff members.

If deemed necessary, either the President or the Directors may increase or reduce the number of members on the Committee.

### **4. FAILURE TO OBTAIN REQUIRED APPROVALS**

Apart from direct violations of this Code and of any standards outlined in the Integrity Program, failure to follow certain Company procedures, such as obtaining appropriate authorizations, may result in a breach and therefore be subject to penalties.

For example, if an employee of VICENTIN authorizes or offers gifts, meals, travel, entertainment or any other benefit to a Public Official without obtaining prior authorization, or does not submit an expense notification in cases in which he or she is required to do so, the Company will take appropriate measures, including refusing to reimburse such expenses or taking other disciplinary actions.

### **5. SANCTIONS**

VICENTIN may impose any of the following penalties (whether corrective or punitive) for any violations or breaches of applicable Laws or policies or procedures established in the Code of Ethics or in any other document pertaining to the Integrity Program:

- written warnings;
- corrective actions related to the employee's work, such as attending mandatory trainings;
- suspension from work; and
- termination of employment.

Notwithstanding the foregoing, VICENTIN may initiate legal proceedings as a consequence of any violations or breaches of applicable Laws or policies or procedures established in the Code of Ethics or in any other document pertaining to the Integrity Program.