



*Ethics and
conduct guide*

Version register

Version:	Aproval date:	Description
1.0	31/03/2018	Document publication

Contenido

1. Alcance	5
2. Gobierno Organizacional	6
2.1. <i>Valores, Principios Corporativos y conducta esperada</i>	7
2.1.1. Valores corporativos.....	7
2.1.2. Transmisión de valores:.....	7
2.1.3. Responsabilidad:.....	7
2.1.4. Apego a la ética y a la legalidad:.....	7
2.1.5. Principios fundamentales:	7
2.2. <i>Conflictos de Interés</i>	8
2.2.1. Definiciones	8
2.2.2. Ámbito de aplicación	8
2.2.3. Obligaciones	9
3. Prácticas Laborales	9
3.1. <i>Pautas Específicas de conducta</i>	9
3.1.1. Colaboradores	10
4. Derechos Humanos	10
4.1. <i>Diversidad y No Discriminación</i>	10
4.1.1. Objeto y alcance	11
5. Medio Ambiente	12
6. Prácticas Justas de Operación	13
6.1. <i>Competidores y libre competencia</i>	14
6.2. <i>Accionistas y potenciales inversionistas</i>	13
6.3. <i>Regalos e invitaciones</i>	13
6.4. <i>Proveedores de Bienes y Servicios</i>	14
6.5. <i>Órganos de Gobierno y entidades reguladoras</i>	14
6.6. <i>Responsabilidad penal</i>	14
6.7. <i>Registros contables</i>	15

6.8.	<i>Uso y conservación de activos</i>	16
7.	Asuntos de Consumidores	16
7.1.	<i>Clientes</i>	18
8.	Desarrollo de la Comunidad	17
8.1.	<i>Relación con la comunidad y responsabilidad social</i>	19

Introduction

Since the beginning of CLAI PAYMENTS® companies in the countries where it operates, we have distinguished ourselves by applying a set of values and principles that have marked a way of doing, in compliance with high standards and legal norms, which must be observed in the conduct, behavior, and decisions of Partners, Executives, Executives and Collaborators of CLAI PAYMENTS® companies and their branches.

Taking into account the recommendations of the ISO 26000 Standard on Social Responsibility, although it is not a certifiable standard, it represents a serious effort to structure it as a guide for management. Likewise, in matters related to Diversity and Non-Discrimination, we have taken into account the recommendations of the United Nations Human Rights office and those stemming from laws that prevent actions of money laundering, financing of terrorism, bribery of public officials and reception of species.

The reputation of the company, together with its clients and its staff, constitutes one of the main assets of CLAI PAYMENTS®. Therefore, the adoption of this Guide is essential to maintain a solid corporate image.

1. Scope

- This Guide is a corporate scope. The directors, executives, and all the Collaborators of CLAI PAYMENTS® branches, and their advisors, all jointly referred to as CLAI PAYMENTS®, are invited to adopt and apply these guidelines, regardless of their role or responsibility.
- Suppliers of goods and services, business partners, or as defined in the countries where CLAI PAYMENTS® operates, are invited to try to be aware of the provisions of the Guide and to support the observation of its terms in all acts or contracts with or on behalf of CLAI PAYMENTS®.

1.1. Corporate Governance

1.1.1. Values, Corporate Principles and expected conduct

1.1.2. Corporate values

In CLAI PAYMENTS®, the existence of a set of principles and values has been essential, among which the following stand out:

- We are a company of people: we wanted to form a team that maintains a more complete and humane relationship with each other.
- We have a vocation for service: the company has organized itself to work for its clients and society with a deep service attitude, where quality, honesty, efficiency and responsibility play a major role.
- We prefer sobriety: CLAI PAYMENTS® tries to carry out its mission cultivating a simple and sober style.
- We have a positive attitude: The company is interested in its Collaborators progressing taking advantage of their talents and increasing their qualities.
- Our habits: CLAI PAYMENTS® tries to have a simple organization, where the rules are the written expression of good habits.

1.1.3. Transfer of values:

The company firmly believes that the best way to convey its values, principles, good practices and guidelines for conduct is by example, starting with the actions of its managers, supervisors and managers.

1.1.4. Responsabilidad:

The CLAI PAYMENTS® team must act responsibly, always seeking to do the right thing in the right way, adhering to this Guide as a frame of reference.

1.1.5. Attachment to ethics and legality:

CLAI PAYMENTS® seeks to achieve its business objectives based on the quality of its products and services and a job well done and honest and consequently rejects improper or illegal conduct.

1.1.6. Fundamental principles:

- CLAI PAYMENTS® develop businesses observing high ethical standards, with respect for people, their life and freedom, promoting responsibility and compliance with standards of healthy coexistence, allowing the professional goals and objectives of its Collaborators to be adequately achieved.

- CLAI PAYMENTS® strives to develop and progress, remaining solid, worthy of respect and trust with all parties where it interacts based on adherence to the indicated standards and compliance with current legislation.
- Our commitment to always act correctly and transparently with its Collaborators, clients, investors, banks, suppliers of goods and services, and perform with respect with its competitors and compromise its social responsibility.
- CLAI PAYMENTS® does not accept any action guided by prejudice related to ethnic origin, place of birth, religion, political option, gender, sexual orientation or disability, to allow professional growth free of all kinds of discrimination.
- No act related to sexual or workplace harassment between colleagues will be accepted.
- CLAI PAYMENTS® always acts with social responsibility and respect for the environment.
- The minority rights and interests shareholders will always be considered in the decisions and actions of CLAI PAYMENTS®.

1.2. Conflict of interest

In the exercise of their functions, the directors and Collaborators must act under the corporate interest and must refrain from opposing their interests to those of the company. A conflict of interest is considered to exist from the moment a decision or action is in conflict with or competitive with the interests of CLAI PAYMENTS®, its branches and / or its clients.

Per the foregoing, this section establishes the definition, treatment, and resolution of conflicts of interest that may arise in company decisions

1.2.1. Definitions

- Social interest: It is the best development of the CLAI PAYMENTS® business for the benefit of it, its shareholders and Collaborators, always in compliance with the applicable legislation, its statutes and other internal regulations, especially its corporate values and principles and conduct. Expected to be reported in section 03 of this Guide.
- Conflict of interest: A conflict of interest or conflict corresponds to a situation in which a person's private interests - such as external professional relationships, personal financial assets or others - interfere or may be understood to interfere with the performance of his or her duties as director or Collaborator of CLAI PAYMENTS®, eventually to the detriment of the social interest. Conflicts can fall into two categories:
 - I. Real conflicts: correspond to those situations in which the private interest interferes with the social interest in a current and present way.
 - II. Eventual conflicts: situations in which, given the particularities of the case, they can be understood or interpreted as a conflict of interest.

The perception of a possible conflict of interest raises as much ethical concern as a real conflict of interest, so that this section applies to both categories of conflict.

1.2.2. Area of application

The following are guidelines necessary to detect those conflict situations not contemplated in the current law, and that each director or executive must define to avoid their perception and reality, supporting them to recognize, declare and mitigate possible conflicts of interest.

1.2.3. Obligations

Always avoid situations of personal benefit or third parties, in decisions related to the company to the detriment of the social interest, including a formal and substantive point of view, therefore seek an adequate solution to the conflict, for which it is necessary to have with enough explanations for it, including situations and their interpretations.

All times the social interest must be observed, not only to resolve real conflicts but also to prevent them from emerging by detecting those of an eventual nature in advance.

The conclusion for operations in which a director or executive may have an interest and that reports benefits to himself, or third parties, are not considered to be contrary to the Corporate Guide, provided that in said operation the social interest has been fully observed and procedures applied to that effect.

If a conflict supposes or may suppose the violation of the social interest, it is an issue to be defined by the Board as a whole, but it is the duty of the director, executive or Collaborator involved to identify those conflict situations and report them according to the procedure established for these effects.

2. Labor practices

2.1. Specific behavior guidelines

2.1.2. Collaborators

- CLAI PAYMENTS® recognizes and values the role of its Collaborators in the running and viability of the company. He is especially interested in ensuring their dignity, health, safety, and professional and personal development, respecting their rights, all within a good work environment.
- CLAI PAYMENTS® manages the relationship management with its collaborators in compliance with the legislation, labor contracts, and internal regulations.
- Relationships in the workplace must be guided by a positive, kind, transparent, and mutually respectful attitude, where people perform seeking the best results with team spirit, professionalism, loyalty, and trust.
- The training, professional experience, and ability to join CLAI PAYMENTS are considered a fair criterion for the admission and promotion of Collaborators.
- The evaluation processes its applied for employes and managers, in there should consider features like quality, efficiency, effectiveness, and attitude in the fulfillment of their responsibilities like:
 - Lead, assist, and guide the Collaborators to carry out their activities in the best way and support them in their just claims.
 - Enforce the CLAI PAYMENTS® rules and regulations.
 - To recognize the efforts, dedication, and workability of the Collaborators, monitoring, and evaluating their results.
- Promote harmonious functional relationships, through transparent and reliable practices, seeking compliance with them. Promote self-esteem and respect for CLAI PAYMENTS®, the development of initiatives and creativity, as well as boost the interest and motivation of the Collaborators.

3. Human Rights

3.1. Diversidad y No Discriminación

3.1.1. Purpose and scope

CLAI PAYMENTS® assume the responsibility of contributing to the sustainability of the countries and communities where we carry out our operations. Therefore, we recognize the interests of social and labor insertion of all people, as well as we feel called to incorporate into the interior of our company the wealth of the plurality of each country and community that houses us.

To define the groups with specific characteristics, we have considered as many categories and realities as possible, taking as a reference the typology that the United Nations Human Rights office carried out. These categories are:

- **Race or ethnicity:** Refers to a group of people who share certain biological characteristics of genetic inheritance. An ethnic group also includes a human group that shares a series of cultural traits, such as religion, language, art, or holidays.
- **Migrants:** a group that has left their country of origin. One can speak of a legal or administrative nationality (Chilean, Ecuadorian, Argentine, for example), or a social nationality, which alludes to belonging to a group with a strong historical identification construction (Basque, Galician, among others).
- **Minorities:** groups made up of people who share characteristics that occur less frequently in the rest of the population and, therefore, have a higher risk of being discriminated against. These characteristics can be ethnic, racial, linguistic, religious, sexual, others.
- **Illness or disability:** group made up of people with deficiencies, activity limitations and participation restrictions. Deficiencies are problems that affect a body structure or function; activity limitations are difficulties executing actions or tasks; and participation restrictions are problems in participating in life situations. Therefore, disease or disability is a complex phenomenon that reflects an interaction between the characteristics of the human organism and the society in which it lives.
- **Women:** group made up of people who have biological or genetic characteristics that identify a living being as female, strongly associated with secondary sexual characteristics. Their vulnerability is given by the historical difficulties to which they have been exposed, which place them in a position of inequity regarding the possibilities of participating in different situations of life in society, especially in the world of work.
- **Religion or belief:** a group of people who share a cultural system of behaviors, practices, rites, worldview, and ethics, which are deeply related to each person's existential issues. A belief can be religious, philosophical, or even the absence of a creed. Generally, a belief must affect the decisions made in a situation or the way it is lived to be included in this category.
- **Sexual orientation and gender identity:** This group is made up of individuals from the LGBTI community, made up of lesbians, gays, bisexuals, transgender, and intersexual people. This

concept is strongly linked to gender identity, which according to WHO refers to the social concepts of functions, behaviors, activities, and attributes that each society considers appropriate for men and women. In other words, it is a social construction that imposes roles on individuals and in many cases generates inequality and discrimination.

The existence of defined categories in the field of Diversity and Inclusion, D&I, contributes to reducing discretion when making decisions in this area. However, it is relevant to understand that, as in all social phenomena, the existing gaps may change due to the different social processes that are articulated when a situation of vulnerability or transgression of human rights is generated. For this reason, we are open to protect the new forms of diversity and inclusion that may emerge in a society in constant evolution.

We understand the diversity as an advantage in the management of the different business areas, since precisely what differentiates each of our workers is what makes their contribution particular and special. This allows us to form more demanding and prepared teams to drive our processes towards modernization and continuous improvement. In this framework, inclusion is understood as the set of actions aimed at promoting the incorporation of diverse people and providing them with the conditions for their efficient performance as part of competent, collaborative, and committed teams.

Our Corporate D&I Guide determines the globality of actions aimed at advancing in the field of non-discrimination and valuing diversity, developed within the framework of all CLAI PAYMENTS® operations. To achieve this objective, we define the following commitments:

- Act with equal criteria regarding men and women, without distinction of sex, age, social status, religion, sexual orientation, race, color, marital status, political opinion, disability, nationality, ethnic group, or any other condition protected by law. That reflects some discrimination bias or that affects the fundamental rights of people.
- Promote equality of opportunities, valuing, and evaluating people for the quality of their work.
- Design and implement people management processes, ensuring the exclusion of any barrier that hinders their adequate incorporation and performance within our teams.
- Undertake actions to promote the inclusion of groups with protected characteristics, committing ourselves to adapt our jobs to specific needs, following the required standards, to gradually incorporate people who are prepared to perform in our organization.
- Promote an internal culture of Diversity and Inclusion, rejecting discriminatory acts and favoring acceptance and respectful treatment within our teams.

4. Environment

- The company recognizes its obligation to protect the environment in which it operates.
- Even though its operations do not generate a relevant environmental impact, the company tries to implement technologies that reduce energy use and minimize the emission of pollutants.
- The company is committed to the quality of life of its Collaborators, business partners and the community where it operates.
- All the company's businesses will be conducted in full compliance with environmental legislation, seeking improvements in its operational processes and activities, within the concept of sustainable development.

5. Fair Operating Practices

5.1. Competitors and free competition

- CLAI PAYMENTS® promotes and respects free competition. Therefore, it is prohibited to make verbal or written agreements with competitors, clients, or suppliers that restrict the exercise of free trade.
- The company's competitiveness is based on the ethical administration of its businesses. The relationship with competitors and their collaborators must be conducted with respect and observance of legal regulations
- CLAI PAYMENTS collaborators should not make any statements that may affect the image of the competitors or that contribute to spreading rumors about them. Competitors will be treated with the same respect that the company expects to be treated.
- It is prohibited to provide strategic, confidential or any other information that is detrimental to the business of the company or third parties.

5.2. Shareholders and potential investors

- The company grants equal treatment to all its shareholders. Subject to current regulations and confidentiality in business management, transparency is an objective in the relationship with its investors. The company ensures the best possible management of the equity of its shareholders.
- To achieve this objective, CLAI PAYMENTS® seeks to build relationships with its shareholders through accurate, transparent, timely, and equal communications with the information necessary to monitor the company and its businesses. These communications are made by authorized collaborators to carry out this task.
- All the efforts must be executed, promoting the adequate return of shareholders and investors.

5.3. Gifts and invitations

Directors, executives, and Collaborators must refrain from giving or receiving gifts or invitations that may be perceived as incentives that create an inconvenient or compromising situation, since giving or receiving gifts or invitations that are not institutional or corporate in nature can create a conflict of interest, real or apparent, or constitute bribery in the case of state officials.

In this way, it is prohibited to request gifts, gratuities, or any kind of benefits or advantages and it is not allowed to receive commissions, gifts or any other privilege in the purchase of goods and services from suppliers or in relation to customers, which may create conflicts of interest, compromise the relationship with the supplier, or damage the image of the company. Only

merchandising items, invitations to business partner events, or courtesies of symbolic value are excepted from the foregoing.

5.4. Goods and services providers

- The relationship between CLAI PAYMENTS® collaborators and their providers must be maintained under strict independence and in accordance with the interests of the company. This implies choosing suppliers based on eminently professional criteria. Selection procedures must be objective and transparent. Negotiations with companies or persons in which there are reasonable doubts regarding their integrity will be avoided.
- With the purpose of anticipating situations of reception or other forms distant from the laws, the operation with suppliers will be maintained in accordance with the corresponding commercial formalities, so that every good or service finds the corresponding accounting record and its documentary support of the transaction.
- The relationship with suppliers must be carried out in honest, transparent and fair terms, always seeking the interest of the company.
- In the search and selection of suppliers, clearly defined and predetermined technical factors will be considered in order to obtain the best proposals that add value in terms of quality, capacity, delivery and execution times and prices.

5.5. Government entities and regulatory entities

- The company will act with the highest levels of integrity in its relationship with government representatives.
- Representatives of Government Entities and Regulatory Companies will be treated professionally and independent manner, providing the relevant information, data, and records whenever they are required by law.

5.6. Criminal liability

The countries where CLAI PAYMENTS® operates have laws that establish the criminal liability of legal entities for the crimes of money laundering, terrorist financing, and bribery of public officials. The CLAI PAYMENTS directors and Collaborators, and third parties that are linked to it, be they, providers, contractors, advisors, agents, clients, among others, are expressly prohibited from carrying out any activity, that may constitute a crime or any conduct that may give rise to the criminal imputation of the company.

5.7. Accounting records

- Transparency is essential to allow an adequate evaluation of society and its businesses by market agents. The accounting must be precise, complete and truthful, correctly registered in the Financial Statements and with the appropriate documentation that supports it.
- Accounting comply with IFRS standards and principles, the law, regulatory body regulations, and tax records to generate reports and create a consistent and uniform basis for evaluation and disclosure of company operations. There will be no records or matching funds not reflected in accounting

5.8. Use and conservation of assets

- Collaborators and administrators must ensure the preservation of the company's assets, that is, its facilities, equipment, machinery, furniture, vehicles, etc.
- The CLAI PAYMENTS collaborators must respect and protect the company's intellectual property on products, processes, brands, patents, technology, business and marketing strategies, data, information, research, and related rights, at all stages of development, registration, and/or use, by current legislation and ensuring the social interest.
- All executives and Collaborators must dedicate their working hours to the interests of CLAI PAYMENTS®, avoiding any activity that is inappropriate with its objectives or that may compromise the parties involved.
- Executives and Collaborators must notify their supervisors of any irregularity that they become aware of, as well as any data or fact that produces or may cause harm to third parties or CLAI PAYMENTS®.
- Executives and Collaborators must adequately secure and maintain the materials and equipment entrusted to them, as well as maintain a proactive attitude concerning waste disposal and cost reduction.
- Prohibited conduct:
 - Use the job position to get facilities or any type of advantage for themselves or third parties..
 - Carry out any type of political or religious promotion within CLAI PAYMENTS® making use of their condition of Collaborators.
 - Abusive behaviors that intimidate or humiliate, harassment, or attitudes that undermine the dignity or physical or psychological integrity of people.
 - Use of electronic means provided by the company, such as electronic mail or internet access, to register, send mail, correspondence, or files not related to their professional activities.
 - Violation of communications or correspondence of third parties.

- Executives and Collaborators must additionally:
 - Prevent the spread of facts or false, harmful, or unfounded information that may compromise the image and/or business of the company.
 - Always maintain a sincere dialogue and inform the Collaborators about the company's strategies and projects as long as they do not require reservation or confidentiality.

6. Consumer Affairs

- All the directors, executives, collaborators, and advisers who have or access information or facts of a confidential nature must maintain strict confidentiality of the same, even after ending their relationship with CLAI PAYMENTS®.
- The company will respond transparently to public inquiries, making all the necessary information available to clarify and disclose its actions, especially when inquiries are made by the press, the financial community, and the authorities, always safeguarding. In the first place, the commercial interests of the company's property and the reserve and confidentiality necessary to ensure the social interest and compliance with the Securities Law, among others.
- All information disclosed to the press will be accurate and transparent, following high ethical standards and current legislation. Said information will be developed exclusively by administrators and Collaborators appointed and authorized to do so, to maintain trust in the relationship with the media and the positive image of the company in public opinion.

6.1. Clients

- Clients are key to the success of CLAI PAYMENTS®.
- The company has a constant concern to satisfy the requirements of its clients and provide quality services, with care and dedication to service, honestly and fully complying with their contracts.
- All customer relationships must be conducted in honest, transparent and fair terms.
- CLAI PAYMENTS® tries, through a range of quality products and services, to meet and anticipate the needs of its clients, trying, as far as possible, to exceed their expectations.
- It is the duty of all CLAI PAYMENTS® Collaborators to serve customers and suppliers with respect, courtesy, promptness, and efficiency.
- CLAI PAYMENTS will not be given preferential treatment to a client based on personal criteria. In all decisions associated with CLAI PAYMENTS®'s relationship with its clients, impartiality will prevail and they will be free from all favoritism or prejudice, strictly observing the applicable legislation.

7. Community Development

7.1. Community relationship and social responsibility

- CLAI PAYMENTS® tries to contribute to improving the quality of life of people in the environment where it operates. The company maintains cooperative relationships with the authorities in this regard. It is not championed with any political thought and respects religious freedom.
- The company has as a principle to always act with social responsibility in the communities where it operates. Collaborators and administrators must respect the interests of said communities and their country.
- All Employees and contractors must act in a socially responsible manner, in accordance with high ethical standards and protecting the image and reputation of the company in joint activities with the community.