

CORPORATE POLICY

CONFLICT OF INTEREST



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Approved by

Corporate Director of Compliance President of
the Internal Audit Committee

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1

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Compliance

Confidential Information and Document
The approval signatures are in the original document.

2. OBJECTIVE

Farmacéuticos Maypo S.A. de C.V., Maypo Servicios Empresariales, S.A. de C.V. y Farmacéuticos Vida, S.A. de C.V. (Hereinafter “Maypo”), are committed to avoiding conflicts of interest that might influence inappropriately the decision-making process, attraction, suspension, or alteration of a business.

This Policy provides all employees of MAYPO with information and guidelines to act in an appropriate manner in situations that potentially expose them to compromise their decision-making due to the existence of a conflict of interest. This Policy establishes the guidelines and detection, dissemination and register mechanism of potential conflicts of interest that may occur during the course of business of MAYPO.

3. SCOPE

It applies to all MAYPO shareholders, directors, directors, and employees in all countries in which it operates. For the purposes of this policy, the term “employees” of MAYPO also includes temporary workers.

4. SUPPORTING DOCUMENTS

4.1. Internal policies.

4.1.1. Code of Conduct.

4.1.2. ARFELDT Anti-Bribery and Anti-Corruption Policy.

4.1.3. ARFELDT Policy of Interactions with Government Officials.

4.2. Anti-Corruption Regulation.

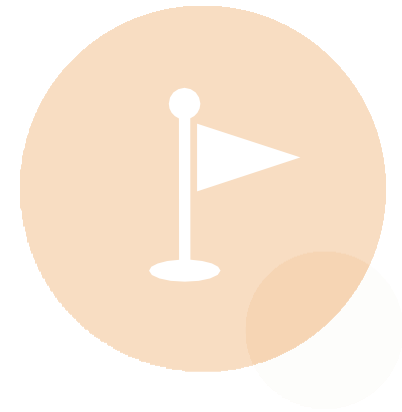
4.2.1. General Law of Administrative Responsibilities (Mexico).

4.2.2. Foreign Corrupt Practices Act (FCPA): Foreign Corrupt Practices Act.

4.2.3. UK Bribery Act.

4.2.4. Federal Republican Austerity Act (Mexico).

4.2.5. Manual on perceptions of public servants of the agencies and entities of the Federal Public Administration (Mexico).



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- Lack of objectivity in decision making to obtain personal gain by having interests with competitors, suppliers, business partners or customers.
- Receive benefits or business promises for having a relative in positions as a public official.
- Provide benefits to family members who perform as customers, suppliers, competitors, or employees within the group.
- Receive profits or business promises to be performed, simultaneously with the activity MAYPO, as a supplier, competitor, or public official. Corruption: Abusive practice of using power or functions and means of organizations to obtain undue benefits, whether economic or any type, for those involved and who depend on the integrity of these.

Nepotism: The designation, assignment or hiring by a public servant of persons with whom he has kinship ties by consanguinity to the fourth grade of affinity to the second grade, or bond of marriage or concubinage to render services in the same institution, a public agency or entity in which it works.

Maypo Group (Maypo): It is a stock holding company made up of three companies: Farmacéuticos Maypo (FM), Farmacéuticos Vida (FV) y Maypo Servicios Empresariales (MSE).

Farmacéuticos Maypo is the Arfeldt Group company empowered by the BOD to distribute, purchase, sell and import innovative, high-specialty and general medicinal products; to market the pharmaceutical sector and health sector institutions: logistics services, commercial services, distribution, and storage services for health supplies, as well as advice on administrative aspects in the health sector market. Farmacéuticos Vida is the Arfeldt Group company empowered by the BOD for the retail distribution, purchase, and sale of innovative, high-specialty and general medicines, marketing to institutions in the private sector and the general public.

Maypo Servicios Empresariales is the Arfeldt Group company empowered by the BOD to hire for the companies of Grupo Maypo.

Officer or Government Official: Any person employed or acting on behalf of a government or any government department, agency, or institution, an international public organization, such as the World Bank, the Pan American Health Organization, or the United Nations, which:

5. DEFINITIONS.

Conflict of interest: A situation that arises when, in a real or potential way, a personal, family, or commercial interest influences, or gives the appearance of improperly influencing, the duty to act in the interests of MAYPO.

Enunciatively, rather than limiting, it is

they cite the following examples:

1

¹ Source: Article 4, Part IV of the Federal Republican Austerity Act, Diario Oficial de la Federación, November 19, 2019.

6. POLICY

- Who has Decision-making capacity that may directly affect the purchase, approval, or use of products, services, or prescription of drugs marketed by Farmacéuticos Maypo.
- Have the ability to conduct inspections and regulatory opinions related to MAYPO's business.
- Have the ability to grant/authorize permits, registrations or licenses related to MAYPO's business.
- It is commissioned by an institution to government agencies or agencies or international agencies or agencies related to MAYPO's business.

In the countries in which MAYPO operates, doctors and other health care providers may qualify as government officials since (i) they are employees of a government-owned or funded hospital, clinic, university, or other entity, and/or (ii) receive funds, fees for professional services, or other remuneration from a hospital, clinic, university, or other government-owned or government-funded entity. The latter shall consider the legislation and guidelines applicable in the region.

Officer or Senior Government Official: Public servants of superior command are considered to occupy a place of hierarchical groups "K" to "G".
Hierarchical Group and Reference Position Indicator ²

6.1. Responsibilities.

6.1.1. The General Manager or its equivalent in each Company is responsible for:

6.1.1.1. Guaranteeing that the necessary resources for the implementation of this policy exist, through its proper communication, dissemination, training, and certification.

6.1.1.2 To form the conflict-of-interest committee together with the highest-ranking representative in the organization chart of the following three departments: Legal, Human Resources and Compliance, as applicable to the particular company or business, as well as the Corporate Internal Control Manager.

6.1.1.3. Implement the recommendations issued by the Conflict-of-Interest Committee in the face of a potential or materialized conflict of interest.

6.1.2. The Conflict-of-Interest Committee is responsible for:

6.1.2.1. Receiving, evaluating cases of potential conflicts of interest, as well as those that have materialized, and issue recommendations aimed at mitigating the risks arising and the materialized consequences.

6.1.2.2. Escalate to the Internal Audit Committee, Complaints and Compliance, cases where a potential conflict of interest is identified that cannot be resolved in the Company where the conflict of interest is generated because it:

6.1.2.2.1 Impacts more than one Maypo Group company.

6.1.2.2.2 Compromises the Director General of the company.

6.1.2.2.3 There is no clarity as to the resolution of the case.

6.1.3. The Internal Audit, Complaints and Compliance Committee's responsibilities are:

6.1.3.1. Analyze and issue resolutions on cases escalated by the Conflict-of-Interest Committees.

6.1.4. The Corporate Compliance Manager and Compliance Officers are responsible for:

6.1.4.1. Reporting to the Internal Audit, Complaints and Compliance Committee on policy violations, sanctions, and corrective actions implemented accordingly.

6.1.4.2. Training staff as necessary in accordance with the established training plan on this policy.

6.1.5. The Legal Department is responsible for:

6.1.5.1. Making recommendations regarding potential conflicts of interest under its analysis.

6.1.5.2. Developing and where appropriate updating, in conjunction with the Compliance area, the conflict-of-interest manifest (ANNEX 1).

6.1.6. The Human Resources areas are responsible for:

6.1.6.1. Implementing the manifest of conflict of interest during the hiring process for MAYPO employees, obtain it duly signed and keep it in the record of the employee.

6.1.6.2. To make available to the General Directorates, Corporate Directorates, the Legal Directorate or the Compliance Officer, the conflict-of-interest manifest when required.

6.1.6.3. Update the application of the manifest at the time it is indicated by the General Management, Corporate Management, Legal Management or Compliance Officer.

² Source: Annex 3A to the Handbook on the Perceptions of Public Servants of Federal Civil Service Units and Entities, Official Journal of the Federation, 31 December 2018.

6.1.6.4. To inform the Directorate General, the Legal Directorate and the Compliance Officer of cases where the outcome of the questionnaire establishes a potential conflict of interest.

6.1.7. It is responsibility of All MAYPO Employees:

6.1.7.1. To declare any potential conflict of interest and communicate it to your immediate manager, Human Resources, Legal or Compliance

6.1.7.2. Respond truthfully to the conflict-of-interest manifest whenever it is applied.

6.1.7.3. Communicate proactively and immediately, be it to your immediate manager, Human Resources and/or Compliance Officer, when for any circumstances a new conflict of interest not previously declared in the conflict-of-interest manifest arises.

6.1.7.4. To attend the training of this policy, provided that it is indicated by the General Management, Corporate Management, Legal Management, Human Resources Management, Compliance Officer, or his immediate manager.

6.1.7.5. To denounce acts that contravene this policy.

6.1.7.6. To express and ask for clarification of any doubts about this policy, to your direct manager, to the areas of Compliance, Human Resources and/or Legal.

6.2. Conflict of Interests.

¶ The existence of a potential conflict of interest is not considered per se an undue situation, provided that it is declared and disclosed by the channels available to the organization for that purpose, as well as analyzed by the Directorates General of the companies, in conjunction with the Legal Addresses, Human Resources and Compliance Officer.

¶ When a potential conflict of interest is confirmed, the Directors General or Corporate Management, in conjunction with the Legal, Human Resources and Compliance Officer divisions, must establish the necessary actions so that this relationship does not condition inappropriate benefits for the organization, not for one or more of its shareholders, directors or employees of MAYPO.

¶ The existence of a conflict of interest must be clearly disclosed, in order to avoid that it conditions: Situations that affect the reputation of MAYPO, practices of corruption, nepotism or the deterioration of the genuine business interests of MAYPO or its business partners or business associates.

6.3. Government Officials.

¶ A conflict of interest can occur when:

¶ A MAYPO shareholder, manager, or employee, works at the same time as a Government Official or has worked as such for a period of twelve months prior to his admission to MAYPO and has ties within

a governmental entity that allows it to exert any influence on it and/or to receive special concessions derived from it.

¶ A MAYPO shareholder, manager, or employee, works at the same time as or has worked as a Senior Command Government Officer or Official for a period of ten years prior to his admission to MAYPO, provided that he has supervised, Regulated, or has had access to MAYPO's privileged information in the exercise of his public office.

¶ A MAYPO shareholder, director, or employee, has a relative who works as a Government Officer or Official or has worked as such and has ties within a government entity that allow him to exert some influence on it and/or receive special consequences derived from it.

6.4. Suppliers

¶ A conflict of interest can occur when:

¶ A MAYPO shareholder, manager, or employee, owns, is a shareholder, works at the same time, or has worked, for a period of twelve months prior to his admission to MAYPO, in a company that is a MAYPO provider and that therefore can provide privileged information to give you competitive advantages or benefit from the commercial relationship between MAYPO and the supplier.

¶ A MAYPO shareholder, manager, or employee, has a family member who owns, operates, or works in a company that is a MAYPO provider and can therefore obtain privileged information

to have competitive advantages or to benefit from the commercial relationship between MAYPO and the supplier.

6.5. Business partners or business associates.

⚠ A conflict of interest can occur when:

⚠ A MAYPO shareholder, manager, or employee, is the owner, shareholder or works at the same time or has worked for a period of twelve months prior to his entry to MAYPO, in a company that is a business partner or business associate of MAYPO and that can therefore provide you with privileged information to give you competitive advantages or benefit from the business relationship between MAYPO and the business partner or business associate.

⚠ A MAYPO shareholder, manager, or employee, has a family member who owns, is a stockholder, or works or has worked for a period of twelve months prior to your entry to MAYPO, in a company that is a business partner of MAYPO and that therefore can obtain privileged information to have competitive advantages or benefit from the business relationship between MAYPO and the business partner or business associate.

6.6. Private organizations.

⚠ A conflict of interest can occur when:

⚠ A MAYPO shareholder, manager, or employee, is the owner, shareholder, or works at the same

Time or has worked, during a period of twelve months prior to your formal relationship with MAYPO, in a private organization that has links with MAYPO and can therefore provide you with privileged information to give you competitive advantages or benefit from the relationship between MAYPO and the private organization.

.6.1.2. A MAYPO shareholder, manager, or employee, has a family member who is a manager or works or has worked for a period of twelve months prior to his entry to MAYPO, in a private organization that has links with MAYPO and therefore can obtain privileged information to have competitive advantages or benefit from the relationship between MAYPO and the private organization.

6.6.2. Private organizations include, but are not limited to, Medical Associations or Societies, Patients' Associations, Teaching or Educational Institutions and Charitable Societies or Foundations, among others.

6.7. Competitors

⚠ A conflict of interest can occur when:

⚠ A MAYPO shareholder, manager, or employee, is an owner, shareholder, or employee, At the same time in a company that is a direct competitor of MAYPO and that therefore can provide you with privileged information to give you competitive advantages or benefit at the expense of the competition between MAYPO and the competitor.



Ⓢ A MAYPO shareholder, manager, or employee, has a family member who owns, stockholders, or employees. In a company that is a direct competitor of MAYPO and that therefore can obtain privileged information to have competitive advantages or to be benefited at the expense of the competition between MAYPO and the competitor.

6.8. Customer:

Ⓢ A conflict of interest can occur when:

Ⓢ A shareholder, manager, or employee of MAYPO, is the owner, shareholder or works, at the same time in a company that is a direct client of MAYPO and that therefore can be provided with privileged information to give him competitive advantages or to benefit at the cost of the commercial relationship between MAYPO and the client.

Ⓢ A MAYPO shareholder, manager, or employee, has a family member who owns, stockholders, or employees. In a company that is a direct customer of MAYPO and that therefore can obtain privileged information to have competitive advantages or to be benefited at the cost of the commercial relationship between MAYPO and the client.

6.9. Relatives working in MAYPO.

Ⓢ A conflict of interest can occur when:

Ⓢ A MAYPO shareholder, manager, or employee, has a family member who works within Grupo Maypo and this relationship can:

6.9.1.1.1. Generate privileges on the work relationship.

6.9.1.1.2. Compromise appropriate decision-making.

6.9.1.1.3. Put at risk on privileged information management.

6.10. Other relationships and/or circumstances not specified.

Ⓢ In addition to those described in points 6.3, 6.4, 6.5, 6.6 and 6.7, all shareholders, Directors, or employees of MAYPO must declare any relationship that may cause a potential conflict of interest.

7. EXCEPTIONS

Any exceptions must be reviewed and issued by the appropriate Risk and Compliance Management Committee (CARC) or the committee performing the equivalent functions, if the CARC is not in place.

8. COMMUNICATION AND TRAINING.

This version of the policy will take effect on the day following its publication.

Training of this policy for new employees, who hold “executive” or “management” positions, should be carried out during the first week after joining the company.

The Conflict-of-Interest Declaration Manifest must be completed during the hiring process or, failing that, no later than the first week after joining the company and must be updated annually.

Any matter related to the interpretation or implementation of this policy, employees of MAYPO should seek advice from your immediate manager, Human Resources, Legal or Compliance Officer.



9. REPORTING / TIP LINE

Any MAYPO employee who has information, as well as any reasonable suspicion of conflict of interest, should report it immediately to the Human Resources area, and if not possible to the Legal and/or Compliance Officer area.

Any violation of this policy can be reported using our complaint line in its various ways designed to alert:

TOLL FREE NUMBER: 800 310 3310

WEBSITE:

<https://www.tipsanonimos.com/MAYPO>

E-mail: maypo@tipsanonimos.com

FAX: 01 (55) 5255 1322 +52 (55) 5255
1311

ZIP CODE: GALAZ, YAMAZAKI, RUIZ
URQUIZA, S.C, A.P

(CON-080), Mexico City, 06401

Any report will be formally attended by an external specialized agency, to offer respectful treatment and to provide the necessary attention to whom you report. This agency is contractually under an obligation to ensure the confidentiality and anonymity of the complaint.

Anyone who knows about a is obliged to report the unlawful act, otherwise it is considered a participant. It is possible to report anonymously.

10. SANCTIONS

Any violation of this Policy shall be sanctioned through the Human Resources area, in accordance with the system of consequences established in the Human Resources Policies and/or the Internal Regulations of the Companies and the Resolutions of the committee, these may include penalties ranging from warning to termination, depending on the type of violation, intent of action, exposure of risk to the organization, and violations prior to this or other policies.

If the offense further involves violation of existing legal provisions, the employee may be reported to civil or criminal authorities to face the corresponding sanctions.

11. ANNEXES

Conflict of Interest Declaration Manifesto (electronic format). This document will be available to all collaborators on the "Intranet" page of MAYPO.

12. CHANGE LOG

BEFORE	AFTER
N/A	N/A



Confidential Information and Document.
The approval signatures are in the
Original document