



CRIME PREVENTION MODEL  
UNDER LAW No. 20393

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## 1. PURPOSE

The model to prevent crimes consisting of bribery, corruption between private parties, asset laundering, financing of terrorism, handling of stolen goods, inappropriate business dealings, misappropriation and breach of trust, created hereby (the “**CPM**”) is established in accordance with our Corporate Crime Prevention Program and, in Chile, under Law No. 20393 (the “**Law**”) and its subsequent amendments, and it is intended to effectively implement an organization and the processes aimed at preventing the commission of such crimes by any worker, officer or director (the “**Associates**”) of Plaza S.A. and its subsidiaries (the “**Company**”).

The design and implementation of the CPM reflects the Company’s international commitment toward prevention the commission of crimes committed directly and proximately in the interest or for the benefit of the Company. For this reason, the CPM bears witness to the fact that, if any Associate commits any such offenses, not only does s/he breach the corporate integrity culture of the Company but also shows that such circumstances took place despite the efforts displayed by the Company to prevent them.

To deter crime, the Company uses the CPM to identify, quantify and control the risks inherent to its business and operation. The CPM also focuses on timely detection of crimes and on ongoing improvements to the respective processes, thereby mitigating the possibility that the risk of any crimes being committed may arise.

Finally, in designing, implementing and supervising the CPM the Company intends to comply with the directive and supervisory duties the Law imposes on its owners, controlling partners, process owners, senior officers, representatives and persons in charge of management and supervision duties, and particularly the members of its board of directors (the “**Board**”).

## 2. SCOPE

The CPM applies to all Associates generally, even if their employment relationship is only temporary. Moreover, means will be provided for vendors and service providers comply with the CPM in their interactions with the Company.

## 3. LEGAL FRAMEWORK

The Law has established a limited list of crimes that could result in corporate criminal liability, the crimes being bribery, receiving stolen property, asset laundering, financing of terrorism, inappropriate business dealings, corruption between private parties, misappropriation, breach of trust and crimes under the general fisheries and aquaculture law (“**Statutory Offenses**”).

### 3.1 Bribery

#### 3.1.1 Bribery of Local Public Officials

Bribery consists in delivering or offering to deliver a bribe or kickback, i.e. a benefit, whether or not monetary, to a public official by reason of his/her office, to act, refrain from acting or exerting influence on another public official to secure an advantage pro se or for a third party, or commit a clerical offense (such as embezzlement) at the urging of the private person or public official.

Therefore, according to statute<sup>1</sup>, for this crime to be committed one of the persons involved must be a public official.

A “*public official*” has been defined for these purposes as any person who exercises a “*public office or function*”, irrespective of whether s/he has been appointed to said office or function by a State authority or receives remuneration from the State. The concept thus extends to persons who are not public employees under the Administrative Statute, such as notaries, judicial archivers, receivers, administrators and bankruptcy liquidators, auctioneers, officials of State enterprises and even those who exercise their functions free of charge or *ad-honorem*, as is the case of interns who apply for a law degree. This means that bribery could be committed even in cases in which it is not intuitively evident that the other person is a public official. Therefore, Associates must presume that any person who exercises a public office or function is a public official and display all preventative measures contained in the CPM, if they are not certain about said capacity.

It should be noted that the crime is committed by merely offering the bribe: it need not be actually given or accepted, or the benefit received.

In any case, Associates must be able to distinguish those circumstances in which a public official is authorized to receive money –or another means of payment- as consideration for a service.

In discussing this offense, “*benefit*” must be understood as any consideration received by the public official, whether monetary or not, such as political favors, recommendations, sexual favors, or else benefits that include their capital or prevent its reduction, whether cash, goods or any quantifiable things. The latter hence includes discounts, additional or extraordinary credit benefits, etc.

For example, a person is deemed to have bribed a local public official if:

- (i) The person makes the payments or favors on an ongoing basis to a public official by sole virtue of the office held by the same;
- (ii) The person offers a public official some consideration to do or refrain from doing an act inherent to his/her office, irrespective of whether the duties inherent to the office have been breached;

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<sup>1</sup> Article 250. Whoever gives, offers to give or consents to the giving of any monetary or other benefit to a civil servant, for the benefit of the civil servant or of any third party, by reason of the position exercised by the civil servant pursuant to the first paragraph of article 248 or to engage in any acts or incur in any omissions indicated in articles 248, second paragraph, 248-bis and 249, or for having engaged or incurred in the same, shall be punished with the same fines and disqualifications as set out in those provisions. In the case of a benefit given, offered to be given or consented to be given by reason of the position of the civil servant pursuant to the first paragraph of article 248, the briber shall also be punished with minor imprisonment in its medium degree, in the case of the benefit given or offered to be given, or with minor imprisonment in its minimum degree, in the case of a benefit consented to be given. In the case of a benefit given, offered to be given or consented to be given in relation to the actions or omissions indicated in the second paragraph of article 248, the briber shall also be punished with minor imprisonment in its medium to maximum degree, in the case of the benefit given or offered to be given, or with minor imprisonment in its minimum to medium degree, in the case of a benefit consented to be given. In the case of a benefit given, offered to be given or consented to be given in relation to the actions or omissions indicated in the second paragraph of article 248-bis, the briber shall also be punished with minor imprisonment in its maximum degree to major imprisonment in its minimum degree, in the case of the benefit given or offered to be given, or with minor imprisonment in its medium to maximum degree, in the case of a benefit consented to be given. In the case of a benefit given, offered to be given or consented to be given in relation to the actions or omissions indicated in the second paragraph of article 249, the briber shall also be punished with minor imprisonment in its maximum degree to major imprisonment in its minimum degree, in the case of the benefit given or offered to be given, or with minor imprisonment in its medium to maximum degree, in the case of a benefit consented to be given. The penalties contemplated by this paragraph shall apply notwithstanding any others deemed applicable on account of the commission of the crime or misdemeanor in question.

- (iii) The person accepts solicitation for money from a public official to do or refrain from doing something incumbent on the same; and
- (iv) After the public official does or refrains from doing such act, the person hires a relative of the official.

### **3.1.2 Bribery of Foreign Public Officials**

This offense consists in giving a bribe or kickback (undue benefit) to a public official of a foreign country or international body to do or refrain from doing an act incumbent on the same by virtue of his/her authority or functions to obtain or maintain a business or undue advantage pro se or for a third parties as part of the international transactions or economic activities conducted abroad.<sup>2</sup>

Generally, the requirements are the same as those analyzed above, with some exceptions:

- (i) It is a public official who exercises functions for another country or in an international body; and
- (ii) It must be performed within the context of an international business transaction or an economic activity conducted abroad.

In relation to this last requirement, we must note that it of the essence that the act being done or omitted by the public official have some type of cross-border relevance or be related to activities conducted by the Company in another country, not necessarily related to international trade. For example, in the case of a merger, acquisition or absorption of a company abroad, some benefit is offered to the official in charge of authorizing that operation.

It is worth noting that even of the bribery of foreign public officials is perpetrated outside the territory of the Republic of Chile, it could be heard and judged by the Chilean courts, with the risk that criminal liability could be asserted against the Company.

### **3.2 Corruption between private parties**

This offense is similar to bribery, but absent involvement of public officials. It is manifested in two ways:

- a) An employee or agent solicits or accepts undue benefit; and
- b) Any person offers or gives undue benefit to an employee or agent.

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<sup>2</sup> Article 251-bis.- Whoever, intending to obtain or maintain, for himself or for a third party, any business or advantage in any international transactions or in economic activities conducted abroad, offers, promises, gives or consents to give to a foreign public official any economic or other benefit to the advantage of the briber or any third party, by virtue of the position of said official, or to omit or perform, or for having omitted or performed, any act inherent to his/her position or in breach of his/her relevant duties, shall be punished with minor imprisonment in its maximum degree to major imprisonment in its minimum degree, and also with a fine double or fourfold the benefit so offered, promised, given or requested, and total temporary disqualification from public offices or positions, in its maximum degree. If the benefit is non-monetary, the fine shall be UTM 100,000. The goods received by the public official shall always be confiscated.

In both cases, the kickback aims to favor contracting with one offeror over another, or it occurs when that decision is already made.<sup>3</sup>

This crime is committed within the context of offers being tendered for the purchase of goods or engagement of services. It is configured when kickbacks are given to, solicited by or delivered to private parties for the acquisition of goods and services offered by the company or to acquire those offered by a given offeror.

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### 3.3 Asset Laundering

Asset laundering is a crime committed by: (i) whoever engages in acts or operations that conceal or dissemble the illegal origin of moneys or assets originating directly or indirectly from an unlawful activity indicated in the law; (ii) whoever uses them with the intent to profit, in all cases while aware of the unlawful origin of those moneys or assets or not being aware of the same due to inexcusable negligence.<sup>4</sup>

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<sup>3</sup> Article 287-bis. Any employee or agent who requests or accepts receiving any monetary or other benefit pro se or for a third party to favor or for having favored, while exercising his/her functions, contracting with one offeror over another shall be punished with minor imprisonment in its medium degree, and also with a fine double the benefit so requested or accepted. If the benefit is non-monetary, the fine shall be 50 to 500 monthly tax units. Article 287-ter. Whoever gives, offers or consents to giving to an employee or agent any monetary or other nature pro se or for a third party, to favor or for having favored, while exercising his/her functions, contracting with one offeror over another shall be punished with minor imprisonment in its medium degree, in the case of the benefit so given or offered, or with minor imprisonment in its minimum degree in the case of the benefit so consented. Said person shall also be punished with the fines indicated in the preceding article.

<sup>4</sup> Article 27 Law No. 19913: A punishment of major imprisonment in its minimum to medium degree and a fine of 200 to 1000 monthly tax units shall be imposed on:

a) Whoever howsoever conceals or dissembles the illegal origin of certain assets, while knowing that they originate directly or indirectly in the commission of acts that constitute any of the crimes contemplated by Law No. 20000, which penalizes the illegal drug trade; by Law No. 18314, which identifies terrorist activities and establishes the penalties therefor; by article 10 of Law No. 17798, on arms control; by Title XI of Law No. 18045, on the securities market; by Title XVII of statutory decree No. 3 of 1997, issued by the Ministry of Finance, General Banking Law; by article 168 in relation to article 178(1) both of statutory decree No. 30, issued by the Ministry of Finance in 2005, which approved the restated, coordinated and uniform text of statutory decree No. 213, issued by the Ministry of Finance, in the Customs Ordinance; by the second paragraph of article 81 of Law No. 17336, on intellectual property; by articles 59 and 64 of Law No. 18840, constitutional statute of the Central bank of Chile; by paragraph 3 of number 4 of article 97 of the Tax Code; by paragraphs 4, 5, 6, 9 and 9-bis of Title V and 10 of Title VI, all of Book II of the Criminal Code, by articles 141, 142, 366-quinquies, 367, 374-bis, 411-bis, 411-ter, 411-quarter, 411-quinquies, and articles 468 and 470 numbers 1, 8 and 11 in relation to the final paragraph of article 467 of the Criminal Code; or else, while aware of said origin, conceals or dissembles those assets.

b) Whoever acquires, owns, holds or uses said assets, for profit, when aware of their illegal origins at the time he/she receives the same.

The same penalty shall be imposed for the acts described in this article if the assets originate in any act committed abroad and punishable in the location of its commission, and which in Chile constitutes any of the crimes indicated in a) above.

For the purposes of this article, assets are understood as the objects of any kind quantifiable in money, corporeal or incorporeal, chattels or realty, tangible or intangible, as well as the legal documents or instruments evidencing the ownership thereof or other rights thereon.

If the author of any of the acts described in a) above is unaware of the origin of the assets due to an inexcusable negligence, the penalty of imprisonment indicated in the first paragraph shall be abated by two degrees.

The circumstance that the origin of the aforementioned assets has been typified as criminal and illegal as indicated in letter a) of the first paragraph shall not require a previous guilty verdict and may be established in the same proceedings instituted to judge the crime typified in this article.

If the person who participated as author or accessory to the acts that resulted in those assets also incurred in the crime contemplated by this article, he shall also be penalized in accordance to the same. In any case, the penalty of imprisonment applicable in the cases in letters a) and b) cannot exceed the most severe penalty imposed by law on the author of the crime or misdemeanor that originated the

The illegal activities described in the law as being the source of the assets the origin of which is attempted to be laundered or whitewashed are:

- (i) Drug trafficking;
- (ii) Terrorist activities;
- (iii) Arms trafficking;
- (iv) Insider trading;
- (v) Certain banking crimes;
- (vi) Smuggling crimes;
- (vii) Intellectual property violations;
- (viii) Counterfeiting and circulation of false money notes;
- (ix) Certain tax crimes;
- (x) Clerical crimes, especially bribery and embezzlement
- (xi) Kidnapping and abduction of children;
- (xii) Production of child pornography material;
- (xiii) Prostitution solicitation;
- (xiv) White slavery and trafficking of migrants;
- (xv) Criminal conspiracies; and
- (xvi) Fraud, misappropriation, breach of trust and State subsidy embezzlement.

This crime is committed when one is aware of the unlawful origin of the assets or goods, but also by the person who, due to inexcusable negligence, was unaware of the unlawful origin of the assets or goods. An example of this is the purchase from a vendor who launders assets and is included in the international blacklists absent adequate, sufficient investigation into this.

### **3.4 Financing of Terrorism**

It consists of securing funds or financing, directly or indirectly, with the intent of using said funds in terrorist activities, as well as the solicitation of funds for the same purpose.<sup>5</sup>

Terrorist behavior is generally engaged in:

- (i) To cause among the population or any portion thereof a justified sense of fear of falling victim to crimes of the same kind, whether due to the nature and effects of the means employed, whether on the basis of evidence that it is part of a premeditated plan to attack a given category or group of persons; or
- (ii) To have the authorities adopt or refrain from adopting certain decisions or yield to certain demands or conditions.

If any such ends are pursued, then the crimes of homicide, injuries, kidnapping, arson, health offenses, hijacking of ships or aircraft, certain attacks against the authority, placing of bombs and sending of letter bombs acquire terrorist connotations.

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assets that are the subject of the crime contemplated in this article, notwithstanding the accessory fines and penalties deemed applicable under the law.

<sup>5</sup> Article 8 of Law No. 18314: Whoever howsoever, directly or indirectly, requests, collects or provides funds to be used in the perpetration of any of the terrorist crimes indicated in article 2, shall be punished with minor imprisonment in its minimum to medium degree, unless found liable in the provision of such funds of having committed a specific crime, in which case the punishment shall be for this last crime, notwithstanding the provisions of article 294-bis of the Criminal Code.

For example, it could occur based on donations made to NGOs or individuals that, having ostensibly lawful purposes, are actually used in or to finance terrorist activities.

### **3.5 Receipt of Stolen Goods**

This consists of holding, selling, buying converting or trading in stolen or misappropriated goods or things while knowing or reasonably expected to be aware of their origin.<sup>6</sup>

For this crime to occur, the person having access to the goods need not be aware of their illegal origin. The law only requires that the person know about or be reasonably expected to know about their origin. In other words, it requires a higher degree of diligence in validating the origin of the goods when faced with certain peculiarities during the negotiation that could raise suspicions.

For example, purchasing stolen goods at a price substantially lower than others having comparable characteristics and quality and offered in the market, or through unknown distribution channels other than established channels.

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<sup>6</sup> Article 456-bis A.- Whoever, knowing or required to have known their origin, howsoever holds property that was stolen, robbed or the object of cattle rustling, fencing or misappropriation pursuant to article 470(1), or who howsoever transports, purchases, sells, transforms or distributes them, even if already disposed of, shall be punished with minor imprisonment in any degree, and be imposed a fine of 5 to 100 monthly tax units.

To determine the applicable penalty, the court shall take particular consideration of the value of the goods, as well as the seriousness of the crime whereby they were obtained, if known by the author.

When the stolen goods received are motor vehicles or objects forming part of utility or residential supply networks, such as electricity, gas, water, sanitation, rainwater or telephone services, the author shall be punished with minor imprisonment in its maximum degree and a fine of 5 to 20 monthly tax units. A guilty verdict issued for the crimes indicated herein shall require the confiscation of the tools, instruments or means employed to commit those crimes or to transform or transport the stolen goods. If those items are stored, concealed or transformed in any business establishment with the knowledge of the owner of manager, the court may also order the irrevocable closedown of said establishment, issuing instructions to the competent authority.

The penalty indicated in the first paragraph shall be imposed in its maximum degree when the author is a repeat offender. In case of repeated offenses involving the goods mentioned in the preceding paragraph, the penalty of imprisonment established therein shall be imposed, increased by one degree.

In case of cattle rustling, the penalty established in the first paragraph shall be 75 to 100 monthly tax units and the judge may order the irrevocable closedown of the establishment. If the value of the stolen goods received exceeds 400 monthly tax units, the perpetrator shall be subject to the penalty in its maximum degree or the maximum penalty deemed applicable in each case."

### 3.6 Inappropriate Business Dealings

The law punishes this offense<sup>7</sup> when attributable to persons who may make decisions related to the property of other persons (arbitrators, business liquidators, trustees, insolvency liquidators, experts, guardians, receivers, others in charge of managing the property of people unable to do so), civil servants and the directors or managers or senior officers of a corporation who are parties to a contract, operation or activity that may be to the personal advantage or gain of those or other persons with whom they are related.

As mentioned, this crime is committed, inter alia, by the directors, managers and senior officers of a corporation if they are parties to a contract, operation or activity pro se or on behalf of individuals or bodies corporate to whom they are related, breaching the obligations under Law No. 18046 on corporations, and generally requires these operations to be disclosed to the board of directors for approval, and that they be entered into on arm's length terms.

This would be the case of a manager who decides to hire the services of a company owned by one of his children, without telling the board about this.

### 3.7 Breach of Trust

For committing criminal breach of trust, the law punishes whoever, while being responsible for safeguarding or managing someone else's property, causes a detriment to the same, either by misusing his/her authority or by engaging in acts manifestly contrary to the best interests of the owner of the affected property.

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<sup>7</sup> Article 240. The following persons shall be punished with minor imprisonment in its medium to maximum degree, total temporary disqualification from public offices or positions, in its medium to maximum degree, and with a fine one-half of the value of the interest taken in the business: 1) A civil servant who directly or indirectly takes an interest in any negotiation, act, contract, operation or effort in which he/she is required to intervene by reason of his/her position. 2) An arbitrator or commercial liquidator who directly or indirectly takes an interest in any negotiation, act, contract, operation or effort in which he/she is required to intervene by reason of the goods, things or property interests the award, partition or administration of which is under his/her responsibility. 3) A trustee or liquidator in a bankruptcy proceeding who directly or indirectly takes an interest in any negotiation, act, contract, operation or effort in which he/she is required to intervene by reason of the goods or property interests the care or advancement of which is incumbent upon him/her. In this case, the provisions of article 464 of this Code shall apply. 4) An expert who directly or indirectly takes an interest in any negotiation, act, contract, operation or effort in which he/she is required to intervene by reason of the goods or things he/she is required to appraise. 5) A guardian or executor who directly or indirectly takes an interest in any negotiation, act, contract, operation or effort in which he/she is required to intervene in relation to the property of the wards and testamentary proceedings under his/her responsibility, breaching the conditions set out in the law. 6) Whoever is responsible for safeguarding or managing all or part of the property of another person prevented from managing the same, who directly or indirectly takes an interest in any negotiation, act, contract, operation or effort in which he/she is required to intervene by reason of the said property, breaching the conditions set out in the law. 7) A director or manager of a corporation who directly or indirectly takes an interest in any negotiation, act, contract, operation or effort involving the company, breaching the conditions set out in the law, as well as any person subject to the rules governing the duties of directors or managers of such business organizations. Like penalties shall be imposed on the persons indicated in the preceding section if, under the same circumstances, they give an interest to or allow such interest to be taken by their legal or common-law spouse, a direct relative to any degree or collateral relative to the third degree, whether through blood or marriage relations. The same applies in case of the persons enumerated in the first section, under the same circumstances, and when required to prevent such an occurrence, give an interest to or allow such interest to be taken by third parties associated with them or with the persons indicated in the preceding section or to companies, associations or partnerships in which said person, third party or other person howsoever exercise their management or hold any equity interest therein, which shall be greater than 10% if the company is a corporation.

<sup>8</sup> Article 470: The jail terms under article 467 shall also apply: 11. To whoever being responsible for safeguarding or managing someone else's property or any portion thereof, under the law, by order of the authorities or under any act or contract, causes detriment to the same, either by misusing his/her authority to dispose of the same on behalf of such person or bind such person either by carrying out or

This would be the case of a company that manages the property of a client, and one of its employees furnishes those assets as a pledge to secure his/her own obligations.

### 3.8 Misappropriation

The law punishes, under the general heading of ‘misappropriation’, whoever fails to return property received by them by virtue of a title that required them to return such property<sup>9</sup> (goods received under deposit, commission, administration, gratuitous bailment, lease, etc.).

For example, a company receives some servers under gratuitous bailment and fails to return them upon termination of the contract.

## 4. CRIME PREVENTION MODEL

The CPM establishes an organizational structure: resources, policies, roles and responsibilities, processes and procedures to prevent the commission of Statutory Offenses.

Responsibility for the implementation and maintenance of the CPM is incumbent on the Board, on the CEO of the Company (the “CEO”, and his/her office, the “CEO’s Office”), and on the Company’s crime prevention officer (“CPO”).

The Law provides that the CPM must consider at least the following elements:

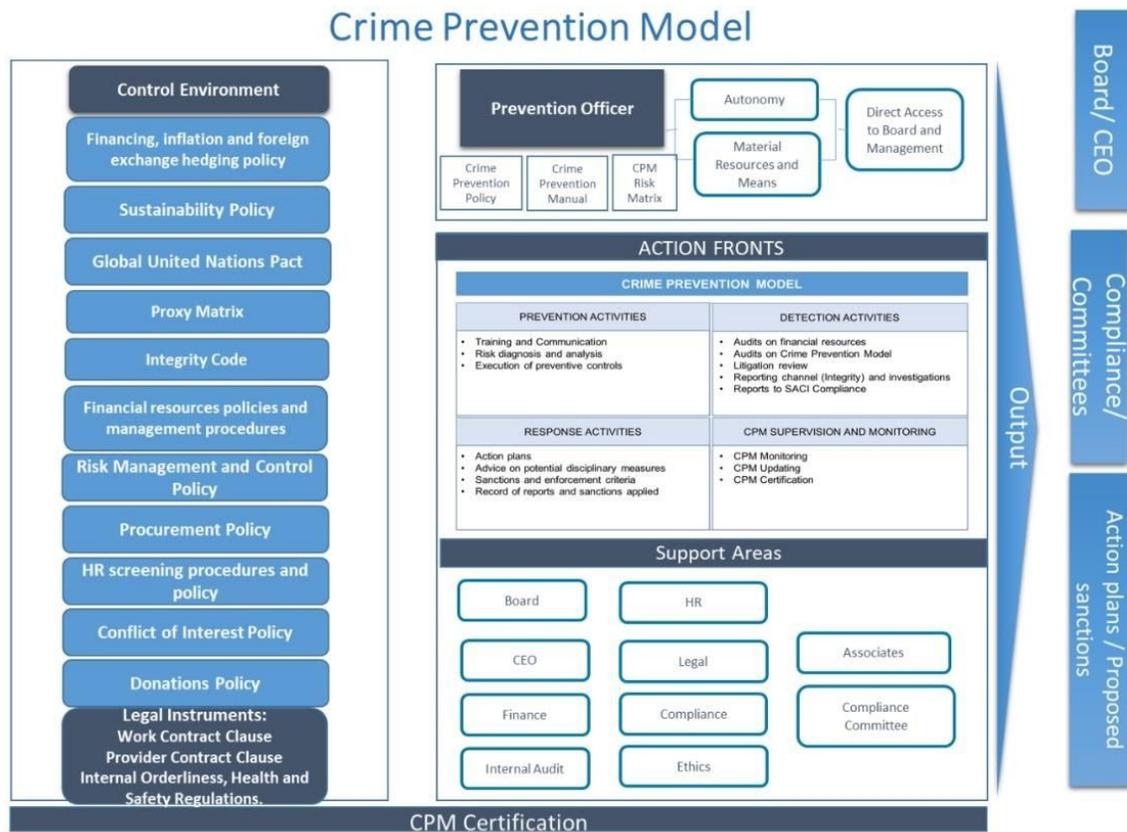
- (i) Appointment of the CPO;
- (ii) Definition of means and authority of the CPO;
- (iii) Establishment of a system to prevent Statutory offenses; and
- (iv) Supervision and certification of system to prevent Statutory Offenses.

Following is an illustrated depiction of the CPM:

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failing to carry out any other act in a manner manifestly contrary to the best interests of the owner of the affected property. If this act affects the property of a person whose guardian, tutor or curator is the accused, or if it belongs to someone rendered incapable and under the responsibility of the accused in any other capacity, the penalties indicated in article 467 shall be imposed in their maximum degree, as the case may be. If the entrusted property belongs to a corporation or special partnership, the administrator engages in any of the conducts described in the first paragraph of this section to the detriment of the interests of the entity, the accused shall be subject to the penalties indicated in article 467, increased by one degree. Also, the accused shall be imposed a temporary special disqualification in its minimum degree to act as manager, director, liquidator or administrator or in any other capacity for a company or entity subject to the oversight of a Superintendence or of the Financial Market Commission. In the cases contemplated by this article, a penalty totaling one half of the misappropriated amount shall also be imposed.

<sup>9</sup> Article 470. The jail terms under article 467 shall also be imposed: 1) on those who, to the detriment of another person, take possession of or divert moneys, valuables or any other chattels received as deposit or under commission or administration or otherwise requiring the accused to deliver or return the same. As to the evidence of deposit in the case referred to in article 2217 of the Civil Code, the provisions set out therein shall apply.



## 5. CONTROL ENVIRONMENT

An effective CPM relies significantly, inter alia, on the existence of a control environment within the Company. The basic elements that favor the existence of a solid control environment within the Company include most notably, without limitation, the following:

- (i) Integrity code;
- (ii) General investigation procedure;
- (iii) Policy, Regulation and Procedures for coverage of fees other than direct rate in UF;
- (iv) Investment procedure;
- (v) Risk control and management policy;
- (vi) Sustainability policy;
- (vii) Recruitment and selection procedures;
- (viii) Structure of proxies and legal representatives;
- (ix) Conflict of interest policy;
- (x) Donation Policy; and,
- (xi) Politically Exposed Persons Policy.

**6. LEGAL INSTRUMENTS**

One way the control environment is reflected is through the legal and labor-related instruments that the Company must prepare to implement the CPM in its relationship with Associates and third parties, formally advising them on the obligations they must meet in accordance with the same. This includes, without limitation:

- (i) Including a clause on compliance with the Law in all work contracts with Associates;
- (ii) Including a chapter on compliance with the Law in the internal orderliness, health and safety regulations of the Company (the “RIOHS” – Spanish acronym), which Associates must receive upon being hired or whenever the RIOHS are amended; and
- (iii) Including a clause on compliance with the Law in contracts with providers of goods and services.

**7. CPM PROCEDURE OR ACTIVITIES**

The CPM is implemented through four types of activities aimed at its effective operation and enforcement. These activities are:

CRIME PREVENTION MODEL	
PREVENTION ACTIVITIES	DETECTION ACTIVITIES
<ul style="list-style-type: none"> <li>Training and Communication</li> <li>Risk diagnosis and analysis</li> <li>Execution of preventive controls</li> </ul>	<ul style="list-style-type: none"> <li>Audits on financial resources</li> <li>Audits on Crime Prevention Model</li> <li>Litigation review</li> <li>Reporting channel (Integrity) and investigations</li> <li>Reports to SACI Compliance</li> </ul>
RESPONSE ACTIVITIES	CPM SUPERVISION AND MONITORING
<ul style="list-style-type: none"> <li>Action plans</li> <li>Advice on potential disciplinary measures</li> <li>Sanctions and enforcement criteria</li> <li>Record of reports and sanctions applied</li> </ul>	<ul style="list-style-type: none"> <li>CPM Monitoring</li> <li>CPM Updating</li> <li>CPM Certification</li> </ul>

**7.1 Prevention Activities**

These activities are aimed at preventing any breaches of the CPM and its related policies and procedures, and in turn prevent the commission of Statutory Offenses, these activities are:

**7.1.1 Training and Communications**

Effective implementation of the CPM requires that all Associates be familiar with the scope of the Law and the content and scope of the CPM, its controls and procedures.

To ensure that all Associates are adequately informed, in addition to the provisions included in their work contracts, the RIOHS and the Company's code of ethics (the "**Code of Ethics**"), the CPO together with Plaza S.A's Personnel Management, as appropriate, will ensure the following:

- (i) Creation, formalization and implementation of a mandatory annual training plan focused on the CPM and the Law, either requiring physical attendance or through remote audiovisual means ("E-learning"), depending on the risk faced by the respective department or position, for all Associates. The CPO must keep a record of trainee attendance, duly signed by the trainees if requiring physical attendance or proof of registration if via E-learning;
- (ii) Training for guards, receptionists and generally all persons found in entrances and exits or whose duties include receiving inspectors, as to how to act vis-à-vis official inspectors and whom to address;
- (iii) Training for directors, managers and senior officers on the handling of conflicts of interest;
- (iv) Director or E-learning training on the Company's donations policy, to the institutions who are or will be recipients of Company donations;
- (v) Inclusion of CMP-related matters in induction programs for new Associates;
- (vi) Design and implementation of a communicational strategy to disseminate the CPM in the Company and promote strengthening of a compliance and integrity culture;
- (vii) Regular communication with trade associates in which the Company participates, informing on the main aspects of and demands under the CPM;
- (viii) Communication and training specifically addressed to Company providers, informing on the main aspects of and demands under the CPM;
- (ix) Dissemination of and training in the reporting system (Integrity Channel) and its essential features, with particular emphasis on ensuring anonymity, confidentiality and no retaliation.

### **7.1.2 Diagnosis and Risk Analysis**

The CPO is in charge of the process to identify, analyze and assess the risk of Statutory offenses, which risks must be reflected in a matrix (the "**Risk matrix**"), to be reviewed at least annually or whenever relevant changes occur in regulations or in the structure, processes or businesses of the Company.

The Risk Matrix must be prepared and updated using the methodology employed by International Standardization Organization Standard 31,000 ("**ISO 31,000**"), which standard uses probability and impact standards. Occurrence and impact probabilities will be weighted to determine the risk's seriousness level, known as *inherent risk*. The risks of Statutory offenses must be diagnosed using a risk identification process calling for the participation of several segments within the Company, who will cooperate with the CPO to prepare and, if need be, update the processes in which the risk of Statutory Offenses may arise. This process will comprise the following stages:

**a) Risk Identification**

Determination of the main risk scenarios for Statutory Offenses, as well as the exposed positions, will be made by interviewing Associates in charge of the Company processes reasonably expected to be risky.

**b) Risk Assessment**

The identified risks must be assessed for prioritization purposes to identify the processes with greater exposure and have the CPO and the Company focus their efforts and resources on these by using the methodology based on ISO 31,000.

**c) Identification and Evaluation of Controls**

Once the risks are detected, the control activities existing at the Company to mitigate them must be identified. This will be done through work meetings with participants from several areas and functions within the Company, and a description of the control activity and evidence of its existence must be obtained. Its design must then be evaluated in relation to reasonable mitigation of risks of Statutory Offenses to which it applies. This evaluation must be conducted by the CPO together with the department in charge or the respective process owner.

To evaluate the design of each control, one must consider the following elements and analyze whether, on aggregate, they reasonably mitigate consummation of the associated inherent risk:

- (i) Control type: Preventive/Detective
- (ii) Category: Manual/Automatic
- (iii) Evidence: Documented/Not documented
- (iv) Identification of process owner: Yes/No
- (v) Frequency: Scarce/Recurring/Regular

Based on this type of evaluation, the CPO and the department in charge or process owner must estimate the extent of mitigation of the inherent risk as high, medium or low, depending on the effectiveness of the controls, procedures and policies.

Definition of the aforementioned elements, as well as the estimated extent of mitigation achieved through the relevant control, will be established in the Risk Matrix.

**7.1.3 Implementation of Preventive Controls**

Execution or implementation of the controls associated with the processes and sub-processes identified in the Risk Matrix will be incumbent on the respective process and sub-process owners. Therefore, one must clearly identify who are those owners since, additionally, they must report on the effectiveness of the controls or needs for adjustments or improvements thereto. For instance, one preventive control is to request certificates from the trade associations in which the Company participates and from the donors thereof, to declare if any practices deemed in violation of the Law have been incurred or not.

## **7.2 Detection Activities**

The objective of detection activities is to discover, on a timely basis, breaches or violations of CPM policies and procedures, as well as anything hinting to the commission or actual commission of Statutory Offenses.

### **7.2.1 Audits of Financial Resources**

The Law requires identification of the procedures to manage and audit financial resources, allowing the Company to prevent the use thereof in Statutory Offenses.

The CPO must coordinate with Plaza S.A's Comptroller and/or external auditors, regular reviews of the financial resource management procedures. Likewise, the CPO, together with the Company's corporate compliance department and finance department and any other departments likely to be involved, must prepare action plans to overcome any gaps detected.

The results of these audits must be included by the CPO in all reports to be delivered to the Board and other segments the CPO determines.

The financial resource management procedures used by the Company are as follows:

- (i) Falabella S.A Group Financing Policy;
- (ii) Policy, Standard and Procedures for Coverage of Fees other than Direct Rate in UF;
- (iii) Company and Subsidiaries Sustainability Policy;
- (iv) Foreign Payment Issuance Manual; Foreign Vendor Cross-Payment Procedure;
- (v) Check Control Procedure;
- (vi) Procedure and Manuals of Payment to Suppliers;
- (vii) Procedure for Rendering Expenses and Rendering of Transportation;
- (viii) Travel Procedure;
- (ix) Funds Management Procedure (Petty Cash);
- (x) Master Procedure for Creating and Modifying Vendors and Employees;
- (xi) Donations Policy and Procedure.

### **7.2.2 CPM Audits**

Internal Audit must have its annual audit plan include reviews of processes related to the CPM and its operation. The CPM elements that must be audited include at least the following:

- (i) Appointment of the CPO in accordance with the Law, as well as allocation means and conferring authority to the CPO;
- (ii) Allowing the CPO direct access to the Board and CEO to report on the measures and plans implemented, and report on his/her performance, also ensuring that those reports include situations to be reported, conclusions and action plans in relation to prevention, detection, response, supervision and updating activities, as provided in the CPM;
- (iii) Preparation of reports by the CPO to the CEO's Office and segments defined by the Board;
- (iv) Performance and recording of CPM dissemination and training activities;

- (v) Annual updating of Risk Matrix;
- (vi) Inclusion of clauses defined for the CPM in the work contracts and contracts with providers of goods and services; and
- (vii) Timely updating of RIOHS to include any obligations and restrictions deemed necessary.

The CPO must evaluate, every year, the effectiveness of the CPM through internal or external audits to confirm that the CPM and/or any aspects of the CPM the CPO deems relevant are being complied with. Likewise, together with the relevant department, s/he must participate in the design and implementation of the action plans to overcome any detected gaps.

### **7.2.3 Litigation Review**

The Company's Public Prosecutor's Office (hereinafter referred to as the "**Mallplaza's Public Prosecutors Office**") must deliver semiannual reports to the CPO in relation to any litigation and/or legal and/or administrative action to which the Company is a party, and which is or could be related to the Law. This report is a resource for the semiannual report that the CPO must deliver to the Board and CEO.

### **7.2.4 Reporting Channel (Integrity Channel) and Investigations**

The Company shall design and make available and operational a multiple access system to receive reports and queries (the "**Integrity Channel**"), including online access and toll-free telephone access media, inter alia, whereby any person, whether an Associate or not, may channel reports of violations under the CPM and/or the Law, confidentially and, if s/he so wishes, anonymously.

If the Integrity Channel receives a report within the scope of the CPM or related to any offenses under the Law, it shall report to the CPO immediately. Analysis of sufficiency into the report must proceed and subsequently investigate the facts, such investigation must be substantiated in accordance with a general investigation procedure (the "**General Investigation Procedure**"). It must likewise advise the CPO on the findings report and measures adopted in this regard. Finally, it shall advise the CPO on any potential violation committed by vendors under their own crime prevention models that may come to its attention.

### **7.2.5 Reports to Corporate Compliance**

Mallplaza's Public Prosecutors Office in a manner consistent with the best practices of companies belonging to Empresas Falabella must define standards for processes related to all compliance areas, including the CPM. Therefore, it may ask the CPO from time to time for information needed to manage risks and detect gaps and opportunities for improvement in the CPM updating processes.

## **7.3 Response Activities**

These activities are intended to handle the consequences of violations to the CPM, its policies and related procedures, of the commission of any of the Statutory offenses. Response activities are

therefore destined to prevent any recurring breach or violation, on the one hand, and to sanction the offender, on the other. Response activities include:

#### **7.3.1 Action Plans**

The CPO must review any compromised control activities, identify the cause of the failure and develop action plans together with the affected area, Mallplaza's Public Prosecutors Office and the process owner or responsible to enhance control effectiveness. Likewise, the CPO must reassess the degree of mitigation of the inherent risk after the controls have been compromised.

#### **7.3.2 Disciplinary or Corrective Action**

To the extent permitted by labor legislation, the Company may impose disciplinary action on its employees who breach the CPM, its policies and procedures, or commit any Statutory Offense, upon completion of the relevant investigation.

The sanctions that the Company may apply are:

- (i) Verbal warning by direct or immediate superior;
- (ii) Written warning signed by superior with management authority in the company;
- (iii) Fines that cannot exceed one fourth of the offender's daily salary, or;
- (iv) Termination of Work Contract.

Sanctions will be applied commensurate to the seriousness of the violation once ascertained through the General Investigation Procedure, and repeat offender status will also be considered when determining such sanctions.

In any case, disciplinary measures to be imposed must comply with the following:

- (i) They must be included in the RIOHS before the events occur; and
- (ii) They must be applied to all Associates who took part in the violation

#### **7.3.3 Record of Reports and Sanctions**

Notwithstanding the relevant records kept by the Integrity Channel, the CPO must keep his/her own records of reports received in relation to the Law, their termination and sanction applied, if any.

#### **7.4 Monitoring and Updating Activities**

These activities are intended to supervise and confirm adequate performance of the CPM and defined control activities. These activities are:

##### **7.4.1 CPM Monitoring**

- (i) The CPO must define, every year, a plan to monitor the various different aspects of the CPM, either directly or through external auditors, and also agree on aspects to be reviewed by Plaza S.A's Comptroller in its annual plan, to be advised to the Board as part of its annual plan. Audits into financial resource management must be a part of this plan, and;

- (ii) The action plans resulting from the audits must be defined by the CPO together with the departments involved.

#### **7.4.2 CPM Updating**

To update the CPM, the CPO must consider, inter alia, the following circumstances:

- (i) New regulations applicable to the Company;
- (ii) Relevant changes to the structure of the Company, its businesses or the markets where it is active; and
- (iii) Effectiveness of the action plans implemented to control or reduce risks.

In view of the above, the CPO must update the Risk Matrix, the controls related to the CPM and its policies and associated procedures at least once a year.

#### **7.4.3 CPM Certification**

The Law allows for the possibility that the CPM be certified by an independent third party registered with the Financial Market Commission (formerly Securities and Insurance Superintendence) to confirm its adequate adoption and implementation, incorporating any improvements deemed relevant.

The CPO will be in charge of ensuring that the Company has this type of certification current. Moreover, the CPO must see that action plans be generated for all gaps detected by the certifying agency prior to issuing the compliance report. If this were not possible, it must be noted that the certifying agency will conduct regular follow-ups on the action plans to overcome any hurdles to CPM certification and establish timeframes therefor.

### **8. ROLES AND RESPONSIBILITIES**

#### **8.1 CPO**

The CPO is the officer especially designated by the Board to cooperate with corporate management in designing, implementing and supervising the CPM. The CPO may be designated by the Board for a period of up to three years and may be renewed for like periods.

The CPO will have direct access to the Board and CEO to report on measures and plans implemented and to report on his/her activities. Moreover, every year, the Board will approve the CPM budget to allow the CPO to have the physical means to discharge his/her functions.

The functions, faculties and obligations of the CPO shall basically consist of the following:

- (i) Ensure effective implementation of the CPM, its adjustment and updating, together with the Board and CEO;
- (ii) Request from the Board and CEO the means, resources and authority necessary to discharge his/her duties;
- (iii) Recommend that the department in charge or process owner develop and implement such policies, procedures and/or control activities deemed necessary to supplement the CPM;

- (iv) Report to the Board and CEO, at least every six months or whenever circumstances so justify, through reports including the situations to be reported, conclusions and action plans for at least prevention, detection, response, oversight and CPM updating activities, as provided therein;
- (v) Report to other segments in the Company, as determined by the Board and at the intervals defined by the same;
- (vi) Request from the relevant areas the records or evidence that the controls under his/her responsibility have been complied with and implemented; identify gaps and coordinate action plans with those areas in order to overcome them;
- (vii) Review, once a year or when circumstances so justify, the Company's activities or processes in which the risks of Statutory Offenses are created or increased;
- (viii) Lead the CPM certification process and follow up on the recommendations or action plans arising from the certification process;
- (ix) Run the controls under his/her responsibility and document and keep custody of the evidence related to those controls;
- (x) Receive any reports made to the Integrity Channel in case of any violation under the CPM or commission of Statutory Offenses in the Company, as well as the findings report, and measures adopted in this regard;
- (xi) Submit proposals to the Board in relation to updating the CPM, when new offenses are included within the scope of the Law or when circumstances so justify;
- (xii) Keep the Risk Matrix updated;
- (xiii) From time to time, evaluate how effectively the CPM is being applied, through internal or external audits to ascertain CPM compliance, and participate in the design and implementation of action plans to deal with any detected gaps;
- (xiv) Design and implement a CPM compliance training and communication program addressed at all Associates and Company vendors;
- (xv) Ensure that the information on the CPM that is publicly accessible by Associates is updated and that the Integrity Channel be operative; and
- (xvi) Advise and answer questions from Associates or areas related to any aspect connected with the prevention of Statutory Offenses.

## **8.2 Means, Faculties and Powers**

The means and faculties of the CPO to carry out his/her tasks are as follows:

- (i) Autonomy from other departments to access and report directly to the Board and CEO in order to report on his/her findings and render an account of his/her activities;
- (ii) Budget resources established in a sufficient, reserved annual budget to conduct CPM compliance reviews and carry out any audits and improvements deemed necessary;
- (iii) Unrestricted access to all the information needed to adequately perform his/her functions;
- (iv) The necessary, adequate physical infrastructure to correctly discharge his/her duties and maintain his/her findings in Legal Affairs and Governance confidential;

- (v) Necessary, sufficient technological infrastructure to carry out his/her tasks, ensuring a significant level of physical and logical security for the network where it operates in order to safeguard the confidentiality of the information;
- (vi) Trained, competent, experienced human resources to adequately perform their functions and obligations.

### **8.3 Other CPM Participants**

To provide support for the CPM in prevention, detection, response, supervision and updating activities, the segments, areas and positions indicated below will participate in the implementation and continued improvement of the CPM as well, with the responsibilities and activities indicated in each case:

- (i) Board:
  - a) Designate and/or revoke the CPO;
  - b) Provide the requisite means and resources for the CPO to discharge his/her duties;
  - c) Approve the CPM and the Company's crime prevention policy;
  - d) See to the correct implementation and effective operation of the CPM;
  - e) Receive the management report and account of the CPO at least every six months;
  - f) Approve the CPO's work plan once a year;
  - g) Advise the CPO on any situation detected that could be related to Statutory Offenses;
- (ii) CEO:
  - a) See to the effective implementation of the CPM and its continued adjustment and updating together with the Board and CPO;
  - b) Support the CPO's efforts ensuring that s/he have unrestricted access to the information and people necessary to conduct prevention, detection, response, monitoring and continued improvement activities in relation to the CPM;
  - c) Advise the CPO on any situation observed potentially related to breaches under the CPM or the Law;
  - d) Contribute to the dissemination of the CPM, generating and participating in communication, training and awareness-raising activities to assimilate its contents and instill a compliance and integrity culture originating from the ultimate Company leader;
  - e) Issue protocols, rules and specific procedures to allow the people who take part in risky activities or processes to schedule and perform their tasks and duties in such a way as it prevents the commission of Statutory Offenses;
  - f) Instruct on the binding nature of the training provided in the relation of the CPM; and
  - g) At the suggestion of the Ethics Manager, impose sanctions deemed applicable in case of breaches of the CPM or the commission of Statutory Offenses inside the Company.
- (iii) Plaza S.A's Administration and Finance Department:

- a) Propose, with the cooperation of the CPO, to the Board and the CEO, the issuance of policies, procedures or protocols related to the management of financial resources to prevent their use in committing Statutory Offenses;
  - b) Develop, together with the CPO, a system of controls associated with the financial resources capable of preventing their use in Statutory Offenses;
  - c) Keep a record of all the donations made by the Company and advise the CPO on this at the intervals established in its donations policy;
  - d) Run the controls under his/her responsibility according to the Risk Matrix and document and keep custody of the evidence related to the same;
  - e) Implement the action plans needed to overcome the gaps detected in audits or investigations related to the CPM; and
  - f) Provide the information required by the CPO to exercise his/her respective functions in relation to the CPM.
- (iv) Plaza S.A's Comptroller:
- a) Incorporate, in its annual audit plan, reviews to the processes related to the CPM and to the operation of the CPM as well;
  - b) Provide the information required by the CPO to exercise his/her functions in relation to the CPM; and
  - c) Provide support to the CPO in performing CPM-related activities and action plans compatible with the independence that the area must maintain.
- (v) Plaza S.A's Personnel Management:
- a) Include the "compliance with the Law" clause in the work and service contracts of all workers;
  - b) Include obligations, prohibitions and internal sanctions related to the CPM in the RIOHS;
  - c) Include the matters related to the CPM and related offenses in the training and induction programs given to new Associates;
  - d) Run the controls under its responsibility according to the Risk Matrix and document and keep custody of the evidence related to the same, e.g. obtaining proof of receipt signed by the Associate upon receiving the Ethics Code;
  - e) Implement action plans to overcome gaps detected in audits or investigations related to the CPM under its responsibility;
  - f) Deliver the information required by the CPO to exercise his/her functions in relation to the CPM;
  - g) Provide support in coordinating CPM training and dissemination activities, being responsible for maintaining evidence of the attendance record and delivery of communications related thereto to the Associates; and
  - h) Include, among the requirements for promotions or raises inside the company, having satisfactorily completed all trainings related to the CPM.
- (vi) Mallplaza's Public Prosecutors Office:
- a) Provide advice on the contents of the "compliance with the Law" clauses that must be included in the contracts entered into with providers of goods and services;

- b) Run the controls under its responsibility according to the Risk Matrix and document and keep custody of the evidence related to the same;
  - c) Implement action plans to overcome gaps detected in audits or investigations related to the CPM under its responsibility;
  - d) Deliver the information required by the CPO to exercise his/her functions in relation to the CPM;
  - e) Deliver semiannual reports to the CPO in relation to lawsuits or any legal and/or administrative action to which the Company is a party and related or likely to be related to the Law;
  - f) Through the Integrity Channel, receive, investigate and follow up on the reports received through the Integrity Channel and, if applicable immediately report to the CPO on any that could be related to the CPM or any Statutory Offense;
  - g) Through the Integrity Channel, report to the CPO on any findings resulting from its investigations related to reports received through the Integrity Channel related to the CPM or any potential Statutory Offense, as well as any disciplinary or corrective measures to be implemented;
  - h) Process the information submitted by the crime prevention officers at the Company's subsidiaries, to collect and share best practices;
  - i) Answer any doubts or questions originating from the crime prevention officers of the Company's subsidiaries; and
  - j) Provide advice to the CPO on the procedural and consistency requirements to issue the necessary internal regulations to ensure effective implementation of the CPM.
- (vii) Directors Committee:
- a) Receive from the CPO the regular reports s/he issues in relation to the management of compliance risks related to the Law; and
  - b) Provide guidelines to the CPO in relation to CPM risk management and follow up on the progress made in the action plans adopted by the CPO.
- (viii) Associates and Providers:
- a) Comply with the provisions of the clauses related to the Law included in the respective contracts that are signed;
  - b) In the case of Company Associates, comply with the RIOHS, as well as with the rest of the Company's internal regulations;
  - c) Participate in trainings conducted within the framework of crime prevention efforts and the Company's ethics program generally; and
  - d) Inform and consult or report, through the Integrity Channel, on situations that could be counter to current legislation and/or Company policies.

## 9. RECORD PRESERVATION POLICY

The CPO shall be in charge of keeping a record of the documents evidencing decisions made by the Company in relation to the design and implementation of the CPM. The CPO shall likewise keep a record of the follow-up and audit reports issued in relation to the CPM.

This documentation may only be destroyed with the prior authorization of the CEO, and the CPO's reasons for this request must be duly justified. The disappearance or destruction of all or part of those records without the requisite authorization shall be deemed a material breach of the CPO's duties.

Moreover, the CPO shall keep a record of all the documentation reflecting the Company's commitment to the effective implementation of the CPM, e.g. minutes, internal releases, speeches and presentations, etc.

#### **10. APPROVAL**

The Crime Prevention Model was approved by the Board of Directors of Plaza S.A. on May 29, 2019.