

2017

CODE OF CONDUCT



Citla Energy

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## OUR CODE OF CONDUCT

Our Code is a public statement of our commitments and responsibility with the people, environment and communities where we have operations or intend to. Our contribution to conduct our activities in an ethical and honest way that leads to a better present and future. Our Code is intended to function not only within all the activities conducted internally, externally but also to positively influence beyond our operation, as possible. Our Code cannot cover each one of the situations that we will face, though it sets the main aspects for having a positive influence on our employees' decisions. Furthermore Our Code is aligned with the local and international regulation, however if a difference is encountered then the strictest standard will apply. Our Code will include our policies which are our main driver for our decision making process and for improving our operations through a continual improvement process.

## SUSTAINABILITY POLICY<sup>1</sup>

Citla Energy is a Mexican Oil and Gas company dedicated to conduct onshore or offshore projects related to exploration and/or extraction, which could be conducted individually or in association with other companies.

Citla Energy bases the implementation of its activities in an ethical and responsible behavior for the care of the environment, communities, employees and our partners, aimed at the sustainable development of the organization

As a demonstration of our commitment to align, social, health and environmental performance of safety with international best practices, Citla Energy:

- Our priority in our operation is caring for the people, the environment and finally the protection of infrastructure or assets.
- We believe that our good environmental, social and health and safety performance and protection of human rights is the most important in each activity conducted by Citla Energy.
- We identify hazards and assess environmental, social, health and safety risks and impacts from our activities systematically for implementing appropriate measures to monitor, manage, prevent and reduce these risks as much as possible.
- We set targets of environmental, social, health and safety objectives for continuous improvement to avoid and prevent injuries among our employees, suppliers, contractors and subcontractors, prevent job related illnesses, prevent pollution and minimize adverse or negative environmental and social impacts derived from our activities.
- We work in compliance with the law and the commitments subscribed by Citla Energy in all our activities and projects conducted directly and indirectly.
- We confer our employees, suppliers, contractors and subcontractors the authority to stop any work to be performed by Citla Energy when they consider it presents a danger to them, for the staff under our responsibility, or that may cause damage to the community or the environment.
- We empower our employees and partners to implement the necessary actions for the continuous improvement of our environmental, social, health and safety performance.
- We communicate this policy and the sustainability objectives, providing training and awareness suitable for workers, suppliers, contractors and subcontractors to allow them performing their duties responsibly for environmental protection, safety, health and the consideration of social aspects and communities.
- We encourage the communication with stakeholders as an essential activity for building strong and constructive relations, for a proper risk, environmental and social impacts management.

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<sup>1</sup> Sustainability: for the purpose of our Sustainability Management System includes environment, safety (process safety, industrial safety, security) and social aspects.

The commitments established regarding environmental, labor and social sustainability are reflected in our values and are implemented through our Sustainability Management System.

## ANTI-CORRUPTION POLICY

### I. INTRODUCTION

Citla Energy S.A.P.I. de C.V. and its related parties (“**CITLA**”) are committed to conducting their affairs following the highest integrity standards in a uniformly honest and ethical manner and to engaging in fair dealing in all of its business activities in Mexico. The purpose of this Policy is to ensure that CITLA and its employees adhere to, and are seen to adhere to, high standards of ethical conduct in its business affairs. Each employee is expected to safeguard CITLA’s reputation and to perform his or her duties with integrity. Because CITLA is an affiliate of ACON Investments, L.L.C. (“**ACON**”) this Policy shall also be construed in accordance with the principles of ACON’s Anti-Corruption Policy, save where inconsistent with applicable Mexican regulation.

Under no circumstances will CITLA tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or law. Those who violate this Policy are subject to severe sanctions, up to and including dismissal and referral for prosecution. If you are in any doubt as to whether a payment is proper, you must seek guidance from the CITLA’s Chief Compliance Officer<sup>2</sup> before engaging or participating in any conduct that may potentially involve improper payments. Failure to do so will render you personally liable for any actions and/or omissions incurred in.

CITLA is committed to complying with applicable anticorruption laws wherever it conducts business, including applicable regulation in Mexico and Financing Institutions Regulations, such as:

- i the current Federal Law of Administrative Liabilities for Public Servants (*Ley Federal de Responsabilidad Administrativa de los Servidores Públicos*) and the Federal Anti-corruption Law in Government Procurement (*Ley Federal Anticorrupción en Contrataciones Públicas*)
- ii the General Law of Administrative Liabilities (*Ley General de Responsabilidades Administrativas*) and its conforming and corresponding regulation at the state level when becoming effective;
- iii the Federal Criminal Code (*Código Penal Federal*) and its conforming and corresponding regulation at the state level; and
- iv the relevant codes of conduct and ethics issued by Mexican regulatory agencies and State-Productive Enterprises which govern their interactions with private parties.

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<sup>2</sup> Citla’s Chief Compliance Officer will be a representative of the Board of Directors.

## v Anti-corruption Guidelines for IFC Transactions

Foreign laws such as the U.S. Foreign Corrupt Practices Act (“**FCPA**”), may apply to improper activities around the globe for CITLA; accordingly CITLA expressly assumes the principles outlined in the FCPA save where inconsistent with applicable Mexican regulation. This Policy seeks to establish a standard of conduct that will satisfy all anticorruption laws applicable to CITLA and to provide guidance for those circumstances where applicable law may not be intuitively obvious.

Anti-corruption laws generally prohibit payments to government officials to obtain or retain business or otherwise secure preferential treatment and/or improper advantages. Additionally, some of these laws require CITLA to maintain accurate books and records and an effective system of internal controls. Other anti-money laundering regulations may require third parties that render services for CITLA to document and disclose certain transactions made on behalf of CITLA. CITLA’s internal controls are designed to prevent bribery from occurring, avoid the appearance of wrongdoing, comply with anti-money laundering regulations and allow relevant third parties to do so, and enable CITLA to respond promptly and effectively to any inquiries about its conduct.

Anti-corruption laws are aggressively enforced and law enforcement authorities from various countries cooperate on bribery investigations. In addition, all of the major industrialized nations of the world have anti-corruption laws similar to the FCPA. Whether or not foreign anticorruption laws cover CITLA’s conduct, local law prohibits bribery of government officials and, often, bribery of private parties.

Anti-corruption laws carry harsh criminal penalties. Under the FCPA, ACON and/or CITLA could be fined up to USD\$25 million or twice the gain from the bribe and individuals could face up to five years in prison and a USD\$5 million fine. Similar fines may be imposed to CITLA under the General Law of Administrative Liabilities, which also provides for harsher penalties that CITLA may face, such as barring from participating in public contracting procedures for up to 10 years. Also, multi-million dollar fines and prison sentences for violations of anti-corruption laws are common and have been imposed on a number of major, high-profile companies.

Regardless of the details of applicable law, CITLA and ACON’s reputation for integrity and the trust and confidence of those with whom it deals are vital resources and valuable assets. Protecting these resources is of fundamental importance. Employees should conduct their business affairs in such a manner that our reputation will not be impugned.

### II. SCOPE AND DEFINITIONS

A. The following terms shall have the meanings set forth below:

“**Agent**” means any agent, consultant, lobbyist, or other similar intermediary having relations with Government Officials on behalf of CITLA. Agent shall be broadly understood as any individual who, acting on behalf or representing CITLA, seeks or obtains a benefit for CITLA, even if the relationship between CITLA and the Agent is not formal or otherwise documented.

“**ACON**” means any partner, officer, director (or other person occupying a similar status or performing similar functions) of ACON, or any person who has an employment, consulting or similar relationship with ACON or who is subject to the supervision and control of ACON Investments.

“**CCO**” means the person serving as the Chief Compliance Officer from time to time as designated by the Board of Directors.

“**CITLA**” means any partner, officer, director (or other person occupying a similar status or performing similar functions) of CITLA, or any person who has an employment, consulting or similar relationship with CITLA or who is subject to the supervision and control of CITLA, or that renders services to CITLA on a “work under subcontracted regime” basis.

“**Coercive Practice**” means impairing or harming, or threatening to impair or harm, directly or indirectly any party or the property of the party to influence improperly the actions of a party.

“**Collusive Practice**” is an arrangement between two or more parties designed to achieve an improper purpose, including to improperly influencing the actions of another party.

“**Employees**” means (i) any partner, officer, director (or other person occupying a similar status or performing similar functions) of CITLA; (ii) any person who has an employment, consulting or similar relationship with CITLA or who provides advice on CITLA’s behalf and is subject to the supervision and control of CITLA; or (iii) and any other individuals affiliated with CITLA that the CCO determines should be covered by this Policy, (e.g. contractors, subcontractors and suppliers). **This definition is made solely for the purposes of this Policy, and shall not be understood as an acknowledgment of the existence of an employment relationship with one or all of the aforementioned individuals for purposes of Mexican labor regulations.**

“**Government Entity**” means any local, municipal, provincial, state or federal government (or department, agency or instrumentality of government) of the Executive, Legislative and Judicial branches, or public international organization (such as the World Bank or the International Finance Corporation).

“**Government Official**” means (i) any officer, employee, or official advisor of a Government Entity, (ii) any political party or party official, (iii) any candidate for political office, (iv) any member of a candidate’s campaign; (v) any member of the transition team of a candidate; and (vi) leaders of unions exercising public funds or otherwise considered to be public sector unions.

“**Obstructive Practices**” means any act intended to materially impede the exercise of IFC’s access to contractually required information in connection with a World Bank Group investigation into allegations of a corrupt, fraudulent, coercive or collusive practice.

“**Policy**” means this anticorruption policy,



“**Portfolio Company**” means any company with respect to which CITLA holds an equity interest, directly or indirectly, or is represented on the board of directors or similar body.

B. This Policy applies to CITLA and all Employees.

### III. POLICY AND PROCEDURES

#### A. Prohibited Payments

Employees may not offer, pay, deliver, or authorize the payment of money or anything of value, directly or indirectly, to a Government Official, with the purpose of obtaining a benefit or advantage for themselves or for a third party, obtain or retain business or secure any improper business advantage (e.g., a tax rate lower than allowed by law). This prohibition is extensive to individuals close to the Government Official such as (i) spouses, (ii) consanguineous relatives or to which the public official is related by affinity, (iii) individuals that may have a business or professional relationship with the public official, and (iv) entities to which the public official (or any other of the aforementioned individuals) is (or was) part to. “Anything of value” should be interpreted broadly to include, for example, cash, gifts, forgiveness of a debt, loans, personal favors, services, entertainment, meals and travel, political and charitable contributions, business opportunities, medical care, employment positions, real estate lower than fair market value and in general any improper benefit.

Payments to Agents or friends and family members of Government Officials are specially prohibited if the Employee knows or has reasonable grounds to believe that those third parties will forward any part of the payment to a Government Official to obtain a business advantage for CITLA or any Portfolio Company. Employees cannot deliberately “look the other way” or act with conscious disregard of suspicious acts by third parties. Rather, Employees must actively look for warning signs or “red flags,” investigate when “red flags” are discovered, and promptly inform the CCO if there are indications that a bribe has or may occur. See Appendix A for examples of warning signs or “red flags.”

Employees are also forbidden from promoting or using influence, economic or political power, whether real or fictional, over any Government Official in order to obtain for oneself or for a third party a benefit or advantage.

Bribes, kickbacks or similar payments to customers, investors, clients, contractors or other private parties also are prohibited. Similarly, Employees may not solicit or accept such payments.

The prohibited conducts described above are penalized regardless of the outcome of the conduct.

#### B. Expenses

In general, Mexican laws prohibit any kind of payment to Government Officials that is not part of the relevant Government Official formal compensation. Nevertheless, certain bona fide expenses may exceptionally be allowed provided that they comply with the principles of the relevant laws

and are not made with the purpose of obtaining any kind of advantage or benefit. These types of expenses, may only be made (i) with the prior, written approval of the CCO, (ii) if the expense is completely and accurately documented, and (iii) the expense otherwise complies with all applicable law, including the internal conduct and ethics regulations of the entity that employs the relevant Government Official. When making these types of expenses, Employees should consider that law enforcement officials look carefully at expenses that come shortly before or after any decision that may benefit the company. For example, a gift made closely before or after a Government Official is to award a license to a Portfolio Company may be more easily construed as improper.

1. *Promotional and Marketing Expenses*: CITLA may pay for the cost of certain expenses and/or modest promotional items when the expenses are directly related to (a) the promotion, demonstration or explanation of CITLA's products or services, or (b) the execution or performance of a contract with a Government Entity, being recommended that the relevant contract contemplates and allows such expense in writing. Such expenses must be bona fide and reasonable, and be the same or similar as they would be for Employees. Note that certain interactions with Government Officials may be subject to special rules as per the internal regulations of the entity that employs the Government Official. Meals, lodging and travel are extremely discouraged and the general rule is that they are not allowed.
2. *Gifts and Entertainment*. Gifts and entertainment may only be offered with the prior written approval of the CCO and shall only be offered to promote goodwill, as courtesy public relations gestures and under no circumstances as a quid pro quo for any favorable treatment or official government action or omission. Any gifts or entertainment must be infrequent and modest. Cash or its equivalent may never be given.
3. *Facilitation payments*. These payments are not allowed under Mexican Law. All gifts and entertainment, whether or not to Government Officials, must be previously approved by the CCO in writing, and shall be modest, customary, consistent with the relevant policies of the recipient's employer, and permissible under local law as it may vary for State officials.

### C. Direct Payments by CITLA to Government Entities

Payments made to Government Entities are permissible provided that there is a legitimate business purpose for the payment and the payment is supported by official documentation or conforms to official, published rates associated with the expenditure. Acceptable official documentation can be in the form of official invoices or receipts and should identify the amount of the payment, the recipient of the payment, and the nature of the payment.

### D. Agents

CITLA may be liable for the acts of its Agents. As noted, anti-bribery laws may impose liability based not only upon actual knowledge of a potential bribe, but also when one “should have known” about a potential bribe of a Government Official by a third party. Further, a company may be penalized for actions undertaken by an Agent acting on its behalf even if no documented or formal relationship exists. Thus, claiming lack of involvement in or positive knowledge of a bribe is not, in itself, a defense. The diligence, documentation and ongoing review procedures set forth below are designed to ensure that CITLA and its Employees are not compromised by the actions of third parties.

1. *Diligence.* Employees wishing to retain an Agent must (i) conduct the diligence as set forth in Appendix B, (ii) document and retain that diligence and (iii) forward a copy of the diligence to the CCO for approval prior to engaging or conducting business with the Agent. Modifications of the diligence procedures in Appendix B are allowed with the permission of the CCO. If the engagement of an Agent lasts longer than two years, diligence must be updated and documented every second year.
2. *Contractual Documentation.* Employees must use reasonable efforts to ensure that CITLA executes written agreements with all Agents that contain anticorruption provisions substantially similar to those in Appendix C. These agreements and any material variation from the provisions of Appendix C must be approved by the CCO prior to their execution. The refusal of an Agent to enter into an agreement containing such an anti-bribery representation may itself be considered a warning sign or “red flag.”
3. *Ongoing Responsibilities.* Set forth in Appendix A are generally recognized “red flags” that indicate an Agent may be involved in making improper payments to Government Officials. Employees who deal with Government Officials through Agents should familiarize themselves with these “red flags” and promptly notify the CCO if they are concerned that improper payments have been or may be made.

### E. Portfolio Companies

CITLA shall cause Portfolio Companies that it controls to implement rules and procedures substantially similar to those in the Policy. In particular, CITLA shall ensure after the acquisition or investment that controlled Portfolio Companies conduct diligence on and monitor third parties that

may have relations with Government Officials. Any substantial modifications to the Policy for controlled Portfolio Companies require the permission of the CCO. For those Portfolio Companies that CITLA does not control, CITLA shall use its best efforts to cause those Portfolio Companies to act in a manner consistent with this Policy and to adopt similar rules and procedures.

In all cases, Employees must not cause or approve any activity of a Portfolio Company or other affiliated entity or business partner that would violate the Policy if the activity had been undertaken directly by CITLA. Employees that know or have reasonable grounds to believe that any Portfolio Company or other affiliated entity or business partner is engaged in bribery or other illegal or unethical activity must notify the CCO immediately.

When acquiring an interest in Portfolio Companies, entering into a joint venture partnership, or otherwise acquiring an interest in an entity that may have relations with Government Officials, the CCO must be notified sufficiently in advance of the transaction to enable the CCO to conduct appropriate anticorruption diligence, ensure that potential Portfolio Companies take appropriate measures under the circumstances to ensure their compliance with this Policy, and ensure that any agreements related to the transaction contain appropriate anticorruption language. “Red flags” that may indicate corrupt behavior by these business partners are described in Appendix A.

#### F. Political Contributions and Charitable Donations

Employees may not make political or charitable donations, whether in their own name or in the name of CITLA, to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions by CITLA or a Portfolio Company must be permitted under the law, made to a bona fide organization, and (in the case of political contributions or charitable contributions connected to any Government Official or Government Entity) made with the prior approval of the CCO. In certain instances where there is heightened risk of corruption, the CCO may require that reasonable diligence be conducted.

The CCO must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to CITLA or its Portfolio Companies. Individual Employees may not make political contributions on behalf of CITLA or its Portfolio Companies.

#### G. Finder’s Fees and Commissions

Although it may be customary and appropriate in some circumstances to pay commissions or finders’ fees to third parties who bring business opportunities to CITLA, these payments are unlawful if the ultimate recipient is a Government Official or a Government Official is linked to such a third party (e.g., as an owner or employee of the third party). Each payment of a finder’s fee or commission must comply with all requirements for Agents dealing with Government Officials. In all cases, the amount of any finder’s fee or commission must be reasonable and customary, relate to legitimate and identifiable services, not be concealed or mischaracterized, and not be paid, directly

or indirectly, to any person making a business decision favorable to CITLA. All commissions and finder's fees must be approved by the CCO.

#### H. Fraudulent, Coercive and Collusive Practices

Fraudulent Practice is understood as any action or omission, including a misrepresentation that knowingly or recklessly misleads a party to obtain a financial or other benefit or to avoid an obligation, as defined by the International Finance Corporation. Citla will not allow any fraudulent practice, which might be intended to cover actions or omissions that are directed to or against any interested party entity, related to Citla's activities and/or projects.

Furthermore, Citla will not allow or condone any "Coercive or Collusive Practices" for obtaining any benefit for the company, employees or projects. If in doubt or if any suspicious or potential fraudulent practices including coercive or collusive, please immediately contact the CCO for advice.

If an allegation or investigation arises due to any of these practices, Citla will collaborate in the whole process according to international and local laws and regulations and following IFC Standards and Proceedings. However, if Citla maintain and preserve regulatory, legal and constitutional rights such as the attorney-client privilege or confidentiality agreements, regardless of whether such action had the effect of impeding an investigation does not constitute an Obstructive Practice, according to Anticorruption Guidelines for IFC Transactions.

#### I. Recruitment Principles

CITLA seeks a full commitment with integrity from all of its Employees. Therefore, it is important that CITLA's HR recruitment policies and practices establish diligence and documentation practices that allow it to identify and avoid the hiring of individuals, which may jeopardize the integrity of CITLA. For such purpose, Employees involved in headhunting or recruitment tasks shall conduct a diligence through available sources like reference contacts and internet, (ii) document and retain that diligence and (iii) when the diligence evidences the presence of "Red flags", forward a copy of the diligence to the CCO for approval prior to the hiring of the relevant individual.

Without prejudice to the foregoing, the HR recruitment process and diligence documents shall never entail any kind of discrimination by reason of ethnicity, nationality, gender, age, disabilities, social condition, health conditions, religion, opinions, sexual preference, marital status, nor of any kind which human dignity or could cause detriment to the rights and liberties of any individual.

When assessing the hiring of former Government Officials, be aware that local law prohibits the employment of individuals who were Government Officials within the previous year, if such former official holds privileged information obtained by virtue of their public duties, when such information directly leads to a benefit to the private party or positions the private party in an improper advantage before its competitors. Any hiring of a former Government Official who under reasonable

consideration could be regarded as being in possession of privileged information as described above shall be subject to prior review and approval of the CCO.

#### IV. COMPLIANCE AND RECORDKEEPING

##### A. Compliance Principles

It is the responsibility of each Employee to comply with this Policy and applicable law. Each Employee must proactively seek assistance if he or she has reasonable grounds to believe that a Policy violation has or will occur. If you have any questions regarding this Policy or the law or are aware of possible Policy violations, contact the CCO. Concerns may be raised anonymously.

Employees responsible for a transaction covered by this Policy shall ensure that the transaction does not violate this Policy or any applicable law.

Employees will not be penalized for diminished productivity attributable to their refusal to pay bribes or otherwise violate this Policy or for their good faith reporting of a suspected or actual violation of this Policy.

In addition to civil and criminal sanctions that may be applicable, Employees who violate this Policy are subject to disciplinary action, up to and including dismissal and referral for prosecution. Disciplinary action may also be taken against Employees who unreasonably fail to detect or report Policy violations.

##### B. Reporting Obligations.

All Employees shall promptly report breaches to this Policy to the attention of the CCO. When Employees reasonably consider that the Policy violation that has or will occur also entails a violation to anticorruption laws, Employees shall raise such concern to the attention to the CCO in writing within as soon as practicable and no later than 48 hours as of becoming aware. If the CCO deems that a legal breach has indeed been committed or will be committed, the CCO is required to refer the case to the attention of the relevant authorities. Employees may not withhold any information they may have on concerns, which may entail breaches to anticorruption laws.

In any case, Employees may always seek the CCO's orientation in regard to the proper channels and procedures to file complaints before the relevant authorities for breaches to anticorruption laws.

Local law contemplates that all companies are responsible to report any breach to anticorruption laws of their Employees to the relevant authorities. Failure to render such report by certain internal bodies or Employees (e.g. the Board of Directors or sole Director, legal representatives, internal comptrollers, statutory examiners, stakeholders or members) is considered as an aggravating factor to any penalties that may arise.

### C. Certifications and Self-Assessments

The CCO may periodically require Employee certification of familiarity and compliance with this Policy, and from time to time require various CITLA entities to complete self-assessment questionnaires. The CCO also may conduct an audit of the Policy to confirm that the Policy is being effectively implemented.

Local law provides that corruption acts may include certain behaviors different than bribery and kickbacks. For instance, anticorruption laws also punish, among others, (a) participating in public contracting procedures, directly or through third parties, whilst a ban to do so remains effective; (b) submitting false documentation or information before an authority with the purpose of obtaining an authorization, benefit, improper advantage or damaging a third party; and/or (c) incurring in bid rigging conducts (including as part of public contracting procedures called by foreign governments). Therefore, certifications and self-assessments shall not be limited to the scope of this Policy, but shall provide Employees with a broad understanding of local anticorruption laws by including modules whereby conducts like those mentioned are explained and discouraged.

### D. Recordkeeping

CITLA entities shall make and keep books and records (i) that, in reasonable detail, accurately and fairly reflect its transactions and the disposition of its assets, and (ii) that conform to applicable accounting principles.

CITLA shall also comply with anti-money laundering regulations by gathering and keeping the relevant information and documents pertaining to vulnerable activities, and allow relevant third parties to do so.

No undisclosed or unrecorded funds or assets shall be established for any purpose.

No false or artificial entries shall be made in the company's books and records for any reason, such as mischaracterizing the purpose or recipient of a payment. No employee shall engage in any arrangement that results in such prohibited act, even if directed to do so by a supervisor.

No payment shall be approved or made with the agreement or understanding that any part of such payment is to be used for any purpose other than that described by documents supporting the payment.

Personal funds may not be used to accomplish that is otherwise prohibited by the Policy.

## ANTI-BOYCOTT POLICY

Citla Energy is aware that the Anti-boycott Law that applies to specific activities of certain non-US affiliates of US corporate taxpayers regardless of where the activities take place. Moreover, the provisions of this law apply not only to United States individuals and companies but also to some non-US individuals and companies, where a taxpayer might be penalized if it participates in or cooperates with an unsanctioned international boycott.

Citla has the support of a Law Firm for consulting any concern or potential applicability of this law within Citla's operation, including as feasible, to contractors, suppliers, partners and clients. For this purpose, Citla has developed a due diligence process Appendix A and D for agents, counterparts and third party companies which include information regarding operation and company conformation.

Anti-boycott Law comprises the Tax Anti-boycott provisions and the Commerce anti-boycott provisions; these might overlap, meaning that some activities are permitted by one and might be prohibited or penalized by the other.

In general, a person participates in or cooperates with an international boycott when the person agrees, as a condition of doing business within a country, with its government, or with one of its nationals or companies, when doing the following:

- Remove or refrain from employing individuals who are of a particular nationality, race or religion, if not banned by local regulation where the company operates,
- Refrain from doing business with or in the country that is the target of the boycott, or with its nationals or companies,
- Refrain from doing business with a U.S. person engaged in trading with the country that is the target of the boycott,
- Refrain from doing business with any company owned or managed by individuals of a particular nationality, race or religion,
- Also, if as a condition of the sale of a product to a country's government, a person refrain from shipping or insuring a product on a carrier owned, leased or operated by a person that does not participate in or cooperate with an international boycott.

Please consider that a boycott request might be included in different type of written and verbal communications, if in doubt please contact the CCO<sup>3</sup> and Legal Counsel.

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<sup>3</sup> CCO: Chief Compliance Officer, this rol will be led by the CFO.



## EXPORT AND IMPORT CONTROLS POLICY

Some countries might impose specific trade restrictions with other countries, entities or individuals; these trade restrictions might also include controls on the export and the use of certain products. A penalization might be imposed if breaking these laws, which sometimes apply outside the legislating country.

Trade restrictions are also related to the Anti-boycott policy; if in doubt please contact the CCO<sup>4</sup> or Legal Counsel.

Please consider the following trade restrictions as an example:

- Imports dealings from, with or originating in a sanctioned country,
- Business deals with a sanctioned country, entity or individual,
- Exports to a sanctioned country entity or individual without the appropriate licence or authorization,
- Transfer of restricted technical data or technology without a licence to people in or from sanctioned countries.

For any doubt of applicability of this policy or for a specific situation please contact the CCO or Legal Counsel

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<sup>4</sup> CCO: Chief Compliance Officer, this rol will be led by the CFO.

## ANTI-MONEY LAUNDERING POLICY

Money laundering is the process of concealing illicit funds or making them look as though they are legitimate. Citla Energy is committed to ensuring that our business is not used by others to bring funds by illegal activities into legitimate commerce, nor for the use of legitimate funds to support crime or terrorism.

Citla Energy will never facilitate or support money laundering by:

- Taking reasonable actions to verify that new contractors, suppliers, partners and other interested parties are legitimate business enterprises, through information provided in the due diligence process. If you observe any suspicious information, please contact directly the CCO.
- Documenting vulnerable transactions pursuant to the relevant anti-money laundering regulations, as well as gathering and keeping the relevant KYC documentation from its customers as provided in such regulations.
- Reporting certain sensible transactions before the relevant authorities pursuant to the applicable regulations.
- Sharing those documents and information contemplated by the relevant anti-money laundering regulations as necessary for service providers and advisors to comply with their identification and reporting obligations.
- Citla will conduct continuous financial due diligence process in compliance with our investor's requirements and internal policies, which will allow to identify and assess the integrity of our business partners including: partners, contractors, suppliers and other interested parties engaged in a commercial practice with Citla,

Be aware of the following counterparties' commercial transaction situations:

- Refusing to provide complete information or false information,
- Irregularities in the way payments are made or requested, like the name of a company you have never heard, or asking for small bills instead of a single bill,
- Requesting or accepting the payment in cash.

If you have any uncertainty about this Policy or a specific agreement or transaction, contact directly the CCO<sup>5</sup>.

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<sup>5</sup> CCO: Chief Compliance Officer, this rol will be led by the CFO.

## HUMAN TRAFFICKING POLICY

The Protocol to Prevent, Suppress and Punish Trafficking in Persons defines Trafficking in Persons as the recruitment, transportation, transfer, harbouring or receipt of persons, by means of the threat or use of force or other forms of coercion, of abduction, of fraud, of deception, of the abuse of power or of a position of vulnerability or of the giving or receiving of payments or benefits to achieve the consent of a person having control over another person, for the purpose of exploitation.

Citla Energy has a human trafficking zero tolerance policy, which is applicable to its employees, contractors, suppliers, partners and other interested parties doing business with Citla.

The following list includes trafficking related activities but it is not limited:

- Using misleading or fraudulent practices during the recruitment of employees,
- Charging applicants/candidates/employees recruitment fees,
- Using forced labor in the performance of any work,
- Destroying, concealing or not providing access to an employee's identity or immigration documents,
- Force any person to conduct an activity against their will, which can cause any harm.

Citla employees must notify immediately the CEO if any violation to this policy is observed by any employee or third party doing business with Citla, including their supply chain as reasonably possible.

All the third parties engaged in activities with Citla will have a due diligence process, see Appendices.

## HUMAN RIGHTS POLICY

As a demonstration of our commitment to protect the human rights of our employees and the communities in which we have project, Citla is committed to:

1. We are committed to caring for the communities where we operate, respecting the rights and dignity of all persons who have any relationship with Citla Energy, according to the Universal Declaration of Human Rights of the United Nations and the Declaration of the International Labor Organization on Fundamental Principles and Rights at Work.
2. We recognize our responsibility, avoiding abuse or any act of complicity regarding human rights.
3. We understand that a proper hazard identification and risk management is crucial for the protection of human rights and thus promote business sustainability. Therefore, systematically we integrate the human rights aspect in the assessment of environmental, social and security risks.
4. When we require the support of private security forces, we make sure that they know and follow this policy and the Code of Conduct for Private Security Personnel Companies.
5. We promote a participatory relationship with the public and private security companies, following the strategies derived from the hazard and impacts identification and risk assessment; and from stakeholder mapping.
6. Citla will develop an external communication and monitoring procedure that will be used by the communities to anonymously report incidents related to human rights.
7. We are committed to follow up on activities or actions required by the local government and international agencies such as the United Nations to promote peace and security.

If there is any conflict between this policy and the applicable regulation, the stricter will always prevail as long as it does not contradict the regulation. This policy is applicable to all employees and managers of the company: therefore, they are responsible for enforcing it in accordance with their duties. In the same way, we will seek to have our partners or other stakeholders aligned with this policy to the extent reasonable

## CODE OF CONDUCT FOR PRIVATE SECURITY PERSONNEL

### I. GENERAL GUIDELINES

Private security companies or any other company in charge of providing security support ("companies") in any Citla Energy ("Citla") operation and / or activity will treat all persons and require their personnel to treat all persons with humanity, respect for their dignity and privacy, and inform Citla Energy of any breach of this Code, using the channels and means established for that purpose

The Companies will comply with all the applicable regulation, if there is any difference with this Code, then the stricter will prevail as long as it does not contradict the law.

The companies will adopt the rules for the use of force in accordance with the applicable legislation and the general guidelines that are included in this Code. Companies should develop and implement their own Rules for the Use of Force, aligned with these requirements but not limited to. These rules should be formally communicated to all of their employees, as well as to personnel who could serve as an independent contractor. However, as it is necessary to avoid the use of force to the extent reasonable, in case it has to be used, the following guidelines must be observed:

1. Companies shall require their personnel to take all necessary measures to prevent the use of force. If it is deemed necessary, it will in no case go beyond what is strictly necessary and must be proportional to the threat and the specific situation.
2. Companies shall require their personnel not to use firearms against persons, except in case of self-defense or in the event of defense of third parties against a threat of death or serious imminent injury, or to prevent the perpetration of a particularly serious crime involving a danger to the life of a person. The companies will require their personnel to use force or weapons in accordance with current regulations and with the standards set forth in the United Nations Basic Principles on the Use of Force and Firearms by Officials Responsible for Law Enforcement.
3. It should be noted that carrying weapons will depend on the risk analysis carried out for the specific project, in which the private security company may or may not intervene. In the event that carrying weapons is required, compliance with the current legislation in the matter, as well as compliance with this Code, must be followed.
4. Companies shall not intervene and shall require their personnel not to interfere with any person other than to defend themselves or others against an imminent threat of violence or as a result of an attack or offense committed by such persons against the personnel of the Company, or against the assets for which they are responsible, the delivery of the retained persons to the competent authority must be conducted as soon as possible. In the case of a temporary intervention or detention of a person, this shall be carried out in accordance with the applicable national laws.

Companies shall treat all detained persons with humanity, and in accordance with applicable human rights or international humanitarian law, including in particular the prohibition of torture or other cruel, inhuman or degrading treatment or punishment.

5. Companies shall not participate and shall require their personnel not to participate in acts of torture or other cruel, inhuman or degrading treatment or punishment, in accordance with national law and human rights treaties. Contractual obligations, orders of a superior or exceptional circumstances such as an armed conflict or an imminent armed conflict, a threat to national or international security, internal political instability or any other public emergency, may in no case be invoked as a justification for committing the acts mentioned above.

The companies shall report and require their personnel to report any acts of torture or other cruel, inhuman or degrading treatment or punishment known to them or of which they have a reasonable suspicion. These complaints must be brought to the attention of Citla Energy through the established means and submitted to the competent authorities of the country where the events took place.

6. Companies shall act with due diligence to ensure compliance with the law and the principles contained in this Code and shall respect the human rights of persons with whom they come into contact, including the rights of freedom of expression, association, peaceful assembly, and shall act against arbitrary or illegal interference in their private life or deprivation of property.
7. Companies shall not allow their personnel to participate in, or benefit from, sexual exploitation (including, for that matter, prostitution) and abuse, violence or gender offenses, whether within the enterprise or publicly, including rape, sexual harassment, or any other form of sexual abuse or violence. Companies will remain vigilant and will require their staff to remain alert to all cases of sexual or gender-based violence and, if known, will report them to the competent authorities
8. Companies shall not engage in human trafficking and shall require their personnel not to engage in human trafficking. Companies will remain vigilant and will demand that their personnel remain alert to all cases of trafficking and, if known, will report them to the competent authorities.
9. Companies will know and follow Citla's Human Trafficking Policy, which defines that human trafficking is committed by any person who through violence, threats or other forms of coercion, deprivation of liberty, fraud, deceit, abuse of power or a situation of vulnerability, concession or receipt of payments or any benefit, captures, transports, moves, receives, receives or retains a person, in Mexico or for the exit or entry of the country for exploitation purposes, which includes, among others, the sale of children and adolescents, prostitution and any form of sexual exploitation, slavery or practices similar to slavery, any form of labor exploitation, begging, forced labor or services, bondage, extraction or organs or tissues trafficking or their human components, as well as any other analogous form of exploitation.

No company may retain the passport, or identification documents of its personnel or any other person.

10. Companies will not use slavery, forced or compulsory labor or accomplices of any entity that uses this type of work
11. Companies will respect the rights of children, who must be protected from child labor, slavery, child trafficking, forced or compulsory recruitment, or any work that by its nature is likely to be harmful to health, safety or morals of the children.

Companies shall report and require their staff to report to the competent authorities the existence of any such case of which they are aware or reasonably suspected.

12. Companies shall not discriminate in the personnel recruitment process and shall require their personnel not to commit discriminatory acts on the basis of race, color, sex, religion, social origin,

social status, indigenous status, disability or sexual orientation; staff will be selected on the basis of the competencies required by the contract.

13. Companies will require all personnel to facilitate their identification when they are in the exercise of their duties, this must be established as part of their contractual obligations and ensure that vehicles belonging to private security companies have the authorizations and permissions from the corresponding authorities.

## II. REQUIREMENTS FOR PRIVATE SECURITY COMPANIES

### General

1. The companies agree to act according to the principles contained in this Code and the rules derived therefrom, and will also require their personnel to act in the same way.
2. Companies should ensure that their employees, as well as contractors, know and implement the Citla Code of Conduct. As well as other guidelines established in applicable national or international law, or applicable regional or international human rights standards.
3. Companies shall take reasonable measures to ensure that the goods and services they offer are not used to infringe the applicable regulations.
4. Companies shall not promise, offer or give to any public official and shall require their personnel not to promise, offer to any public official, directly or indirectly, any object of value to the official himself or any other person or entity, so that he acts or refrains from acting in accordance with its functions. Companies should not request or accept, and their personnel will be required not to solicit or accept, directly or indirectly, any object of value in exchange for not complying with the legislation or with the principles contained in this Code as well as in the Anti-bribery and corruption Policy.
5. Companies should assess the risk of their employees from injury, as well as the risk to the local population derived from the activities of companies and / or their staff. Subsequently, the company must implement the necessary measures derived from the risk assessment, which will be communicated to Citla, before the start of operations.

### Selection, Training and Performance Monitoring

6. Companies have the responsibility in the personnel selection process to carry out an adequate review of the police, criminal, judicial or requisition history, ensuring that the selection, background check and training of subcontracted personnel is carried out in accordance with the general principles contained in this Code. Likewise, the companies will ensure that their policies regarding personnel recruitment include the adequate incorporation of this Code and the respective labor laws in force.
7. Companies have a responsibility to foster a business culture that promotes awareness and adherence of all staff, including contractors, to the principles of this Code. Companies will require their personnel to comply with this Code, including the necessary training to ensure that they are able to fully perform their functions.

Companies shall ensure that all personnel providing private security services receive initial and ongoing training and education by professionals with knowledge and experience in the field and

shall ensure that they are fully informed of this Code and all relevant national and international requirements, including international human rights standards.

8. Companies must have processes and / or procedures to evaluate the performance of their personnel; including physical and mental fitness to perform the duties of their work.
9. Companies must have processes and / or procedures on the handling of weapons and ammunition, which include, among other things, compliance with applicable regulations, when necessary. In addition, it must consider training and continuous training in the handling of weapons

#### Incident Notification

10. Companies shall prepare an incident report documenting any incident involving personnel and the use of weapons and the firing of a weapon under any circumstances (except during authorized training), the level of use of force, damage to persons or property, injuries, criminal acts, traffic accidents, incidents involving police forces, or incidents arising from noncompliance with this code.

The Incident Report shall be made in accordance with the applicable formats of the Citla Sustainability Management System. Notification and/or incident report must be made within 24 hours of the incident, in case of minor incidents. In the case of major incidents, it must be done immediately using any means of communication, even if the report is later elaborated.

Subsequently, the company will carry out an internal investigation of the incident, and must report the result to Citla, within a maximum period of 15 working days, this report is not limited to other notifications that the company must make to the corresponding authorities. In the event that Citla conducts its own investigation, then the company will provide the necessary information and participate to the extent required.

11. The companies will establish procedures for complaints of personnel or third parties, having been subjected to improper or illegal treatment by company personnel, including acts or omissions that violate the principles of this Code and the company's internal policies. The procedures must be aligned with the procedures of Citla, regarding complaints, claims, and communication. These procedures should also consider the procedures for monitoring and responding to complaints; as well as keeping the records of the complaints made.
12. Companies must have a process and / or procedure that establishes the disciplinary measures that the company will adopt if necessary.



## Appendix A

### **WARNING SIGNS OR “RED FLAGS” WHEN USING AGENTS OR OTHER BUSINESS PARTNERS**

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*This Appendix applies to the engagement and ongoing monitoring of Agents or other business partners.*

Anticorruption experts and law enforcement officials cite various “red flags” that they believe put businesses on notice that they may encounter pitfalls under the FCPA and other antibribery laws when dealing with Agents and other business partners. The FCPA imposes liability based both upon actual knowledge of a potential bribe and upon facts that indicate one “should have known” about a potential bribe. Thus, it is not necessarily a defense that the Employee did not know how money was to be spent by a third party. If you have any questions or concerns about the actions of a third party, you should talk to your supervisor, the CCO, or the CEO.

The following list is not exhaustive, nor does any one factor necessarily demonstrate that a payment is illegal, but the list provides a number of factors and examples regarding the behavior of business partners that indicate increased risk and need for attention:

- An Agent has a reputation for impropriety, or unethical or illegal conduct or has been the subject of allegations or investigations related to bribery or other dishonest conduct.
- An Agent seeks to perform services without a written agreement, or refuses to agree to anticorruption contract provisions.
- An Agent requests excessive or unusually high compensation or commissions, or unusual payment or financial arrangements (e.g., substantial and unorthodox upfront payments; payments via third parties or countries other than where the business partner works, particularly those countries that historically have provided special protections for the identity of bank account holders; payments in cash or bearer instruments; “off-the books” payments; payments described in a suspicious manner (e.g., payments “to get the business”)).
- An Agent has family ties or close social or business relationships with Government Officials.
- A Government Official or government customer has recommended or insisted that the Company use a particular Agent.
- A Government Official is a director, officer, senior employee of, or has an ownership interest in, an Agent.
- An Agent makes misrepresentations or inconsistent statements in the diligence process.
- The transaction involves the use of “shell” companies or other structures that serve no reasonable business purpose.

- A party to the transaction seeks expense reimbursement without adequate documentation or seeks payment for unduly large expenses.
- Any part of the arrangement violates local law or policy.

In addition to the warning signs listed above, several other “red flags” have been identified in U.S. Justice Department opinions as being particularly relevant to proposed agreements with joint venture partners and other business partners:

- A proposed business partner is owned, directly or indirectly, by a Government Official or a relative of that official.
- The business partner cannot assign significant assets to the joint venture or partnership other than their influence with a Government Entity.
- The business partner refuses to agree to reasonable financial controls.
- There are rumors that the business partner has, in turn, another partner who is a Government Official.

There are two other types of “red flags” or risks that generally apply when conducting business either through third parties that may have relations with Government Officials or directly with Government Officials and Government Entities:

- The transaction involves an industry or line of business that has had a history of corruption problems (e.g., oil and gas, aircraft, construction, pharmaceuticals).
- The transaction occurs in a country or part of the world with a high risk of corruption. Risky countries can be identified by reviewing the Corruption Perceptions Index of Transparency International, which can be viewed at the group’s website (<http://www.transparency.org/>).

## Appendix B

**DILIGENCE PROCEDURES FOR AGENTS AND OTHER THIRD PARTIES**

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*This Appendix applies to Agents and other business partners.*

The CITLA business representative responsible for retaining an Agent must prepare a written due diligence statement, which should contain at least the information set forth below. The diligence questions below refer to Agents, but these types of questions may be used with any third party that may have relations with Government Officials on CITLA's behalf. The CCO may modify these diligence requirements in particular circumstances.

1. Agent's name and address: \_\_\_\_\_  
\_\_\_\_\_

2. Agent's Legal Identification document (such as a Tax ID if company or national ID or passport number if individual): \_\_\_\_\_

3. If Agent is a company, names of its directors and shareholders:  
\_\_\_\_\_  
\_\_\_\_\_

4. Is there a letter of engagement / written agreement with the Agent?

Yes  No

If answer is yes, please proceed to question 5.

If answer is no, please explain below why there is no letter of engagement / written agreement and then proceed to question 6:  
\_\_\_\_\_  
\_\_\_\_\_

5. Does letter of engagement / written agreement contain anticorruption contract provisions substantially the same as those in Appendix C (Contract Provisions for Third-Party Contracts) or if not, such other anticorruption contract provisions that have been reviewed and approved by the CCO?

Yes  No

If answer is no, please explain below why the anticorruption contract provisions were not included:

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6. Is the Agent or any of its officers, directors or key employees a current or former Government Official or a relative of a current or former Government Official or does any Government Official have an ownership interest, direct or indirect,<sup>6</sup> in the Agent (if Agent is a company)?

Yes  No

If answer is yes, please list below the names of the Government Official(s), their position(s) in the government and their relationship to the Agent:

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If answer is no, what enquiries were made to confirm that no Government Officials are involved?

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7. Is there a valid business rationale for with the Agent (including both the manner and amount of any payment to the Agent)? Explain below the valid business rationale for the proposed arrangement with the Agent, including a justification for the amount and manner of paying the Agent.

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<sup>6</sup> Indirect ownership could include an ownership by a member of the Government Official's family.

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8. Does the financial arrangement with the Agent include any type of “success” fee, whereby the amount of compensation may be increased due to results achieved?

Yes  No

If answer is yes, describe the type and amount of the success fee.

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9. Has an Internet/Media/publicly available database search been conducted to obtain information concerning whether or not the Agent, its owners, officers, directors or key employees have been the subject of any formal or informal allegations (including in the media), prosecution or other official proceeding involving the making of any prohibited payment or other illegal or corrupt behavior?

Yes  No

Please attach search parameters and results:

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10. Has any other investigation or background check been conducted on the Agent (e.g., have any site visits been made to assess operations/resources of the Agent or have any financial or business references been obtained or have enquiries been made with local embassy, bankers, clients or other business associates about the experience, competence and reputation of the Agent)?

Yes  No

Please attach parameters of investigation or background check and results:

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11. Are there any “red flags” indicating there are any risks in entering into a business arrangement with this Agent?

Yes  No

If yes, include a description of the “red flags,” the nature of any follow-up enquiries made, and where applicable, how they were resolved:

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12. Name of Person who completed this Questionnaire and Date Completed:

Name: \_\_\_\_\_

Date: \_\_\_\_\_

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

## Appendix C

### CONTRACT PROVISIONS FOR THIRD-PARTY CONTRACTS

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*These contract provisions may be used with Agents or other third parties interacting with Government Officials on behalf of CITLA or a Portfolio Company.*

The contract provisions should be in a form substantially similar to the following:

#### Definitions.

“Government Official” means any

- (i) officer or employee of any
  1. government,
  2. department, agency or instrumentality thereof (including any state-owned or controlled enterprise), or
  3. public international organization;
- (ii) political party or official thereof or any candidate for any political office;
- (iii) any member of a candidate’s campaign or any member of the transition team of a victorious candidate;
- (iv) leaders of public sector unions; or
- (v) person acting for or on behalf of any such government or department, agency or instrumentality.

“Counterparty” means any of [the third party], its subsidiaries or affiliates.

#### Representations, Warranties and Covenants.

(a) Counterparty represents and warrants that it and its owners, directors, officers and employees are familiar with the requirements of the U.S. Foreign Corrupt Practices Act (“FCPA”) and similar applicable anti-bribery laws such as the General Law of Administrative Liabilities (*Ley General de Responsabilidades Administrativas*), the Federal Law of Administrative Liabilities for Public Servants (*Ley Federal de Responsabilidad Administrativa de los Servidores Públicos*) and the Federal Anti-corruption Law in Government Procurement (*Ley Federal Anticorrupción en Contrataciones Públicas*)(the “Anti-bribery Laws”), and that none of them has or will violate the Anti-bribery Laws.

(b) None of Counterparty nor any of its owners, directors, officers or employees will make, offer, promise to make, authorize, or ratify (nor has it done so), whether in connection with the transactions contemplated by this Agreement or any other transaction involving [CITLA entity] and its affiliates (the “Company”), any payment of money or gift of anything of value, directly or indirectly:

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- (i) to any Government Official, or
  - (ii) to any other person or entity while knowing that any portion of those payments will be made, offered, or promised, directly or indirectly, to a Government Official in order to obtain or retain business for or with, or to direct business to any person or to secure any improper advantage (e.g., a lower tax rate) for the Company.
- (b) Counterparty represents and warrants that neither it nor any of its owners, directors, officers or employees is a Government Official or a member of the immediate family of a Government Official.
- (c) If, after the date hereof, Counterparty or any of its owners, directors, officers or employees intends to become a Governmental Official or intends to become an affiliate or associate of any Governmental Official, it shall provide at least ten days' prior written notice to the Company, which shall have the right to terminate this Agreement following such notice. If the Company terminates this Agreement pursuant to this paragraph, Counterparty shall not thereafter be entitled to any further fee or payment hereunder from and including the date of termination; provided that such termination shall not affect the right of Counterparty to payment for services rendered prior to such termination or to the extent otherwise required by applicable law.
- (d) Counterparty represents and warrants that it is and will remain throughout the term of this Agreement in compliance with the laws, regulations, and administrative requirements of [relevant country or jurisdiction of Counterparty incorporation and operations].
- (e) Counterparty represents and warrants that it has not paid or offered and will not pay or offer, directly or indirectly, any political contributions in connection with its performance under this Agreement.
- (f) The Company shall be entitled to request that Counterparty certify at any time or from time to time its compliance with the representations, warranties and covenants set forth in this Section, including as a condition to payment of any amount due to Counterparty hereunder, and to refuse payment of any such amount if the Company has reason to believe that any certification provided by Counterparty is inaccurate.

No Agency.

The status of Counterparty shall be that of independent contractor, and Counterparty and its employees shall not be deemed employees or agents of the Company. None of the terms of this agreement shall be deemed to create a partnership, joint venture,<sup>7</sup> agency, employment, trust or other relationship between the Company and Counterparty or any of their respective employees. Counterparty shall not take or omit to take any action that may create any inference that Counterparty is an agent of the Company, nor shall Counterparty have any authority to create any obligation, express or implied, in the name or on behalf of the Company.

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<sup>7</sup> [Modify as appropriate in the case of a partnership or joint venture agreement.]



Payments and Records.

(a) All payments to Counterparty shall be subject to receipt by the Company of appropriate, detailed invoices from Counterparty, and to the provision of such supporting documentation and accounting records as the Company may reasonably request. All payments to Counterparty shall be made by wire transfer to the account specified in this Agreement.

(b) Counterparty shall maintain accurate books and records associated with the transactions contemplated hereby, including without limitation, timesheets, work specifications, invoices, receipts and documentation of expenses. All such records shall be available for review and inspection by the Company or its representatives during Counterparty's normal business hours, and Counterparty shall cooperate in any such review and inspection and shall provide all additional information related to this Agreement reasonably requested by Company.

(c) Notwithstanding any other provision of this Agreement to the contrary, if the Company has substantial reason to believe that Counterparty has or may have violated any of its representations, warranties or covenants set forth in [specify contract sections of agreement relating to FCPA and anticorruption matters], the Company may immediately suspend all payments to Counterparty pending clarification to the Company's reasonable satisfaction that no such violation has occurred. If the Company determines that Counterparty has violated any such covenant or representation, the Company may terminate this Agreement immediately upon written notice to Counterparty.

Appendix D

**General Information from Counterparties**

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*These contract provisions may be used with Agents or other third parties*

General information of third party companies interested in having a business relationship with Citla.

1. Name of the Company:

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2. Number of employees in the company:

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3. Type of labor contracts hold with employees (temporal or undetermined):

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4. Hiring age for the employees:

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5. Name the contractual benefits provided to the employees:

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6. Name the general activities that the employees conduct at the company:

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7. The company has a labor related policy or human rights related policy?

Yes No

Please attach it to this questionnaire:

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8. The company has in a place a procedure or process to assess human rights to their subcontractors or suppliers.

Yes No

If yes, please describe:

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