

ANTITRUST POLICY

QGMI Compliance Policy N° 13 (PC-QGMI-13)	
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SUMMARY

1. Objective	2
2. Scope	2
3. Definitions	2
4. Violations of competition rules	4
4.1. Illegal Conducts.....	4
4.2. Unfair competition offences.....	5
4.3. Relations with Competitors and Government Authorities	6
5. Responsibilities	7
6. Communication	8
7. Supervision	8
8. Sanctions	8
9. Exceptions	8
10. References	9

1. Objective

1.1. The purpose of this policy is to establish the rules for identifying, preventing and reducing the risk that employees and third parties of QGMI (or the "Company") may commit misconduct and/or violations of competition, antitrust and government relations rules, which could cause sanctions to be imposed on the Company.

1.2. They are also objectives of this Policy:

- (i) To prevent the risk of non-compliance with the Competition Laws applicable to the Company in the jurisdictions to which it is subject;
- (ii) To identify in advance conduct that may lead to such breaches, allowing for the rapid mitigation of risks;
- (iii) To ensure the reputation and positive image of the Company;

2. Scope

2.1. This policy applies to the company, its administrators, officers and employees, as well as to all persons who deal with the company, such as representatives, third parties, visitors and consultants in the countries where QGMI company operates, who may collect, receive or send personal data to the QGMI units.

3. Definitions

Public Agent: any natural person, whether an official or not, even if temporarily with or without remuneration, acting in an official capacity or exercising a public position, employment or service in or for a Government Authority; any natural person working for a Service Provider Company hired or under agreement for the execution of the typical activity of the Public Administration; or any leader of a political party, its Collaborators or other persons acting for or on behalf of a political party or candidate for public office.

Government Authority: each agency, department or entity of the direct, indirect or fundamental public administration of any of the powers of Government, States, Federal Districts, Provinces, Territories, legal person incorporated in the public patrimony or entity whose creation and cost to the government has been or will be concurred; and of the organs, state agencies or diplomatic representations abroad, as well as legal persons

controlled, directly or indirectly, by the government of a foreign country or public international organizations, including sovereign wealth funds or an entity owned by a sovereign wealth fund.

Chief Compliance Officer (CCO): is the Employee responsible for deploying, managing and supervising the Compliance Area, working as an independent and objective body that analyzes and assesses the compliance issues within the Company.

Competitors (Competing Companies): companies operating in the same market and economic segment.

Compliance: is the systematic and continuous process that aims at: i) ensuring the compliance with current legislation, policies and guidelines of the Company, aiming at preventing, detecting and addressing any misconduct identified, and promoting an organizational culture based on ethics and transparency; and ii) ease the structuring and development of business and the search for creative and innovative solutions for regulatory issues and internal discussions.

Confidential competitive information: all information related to the activities linked to the company's corporate purpose.

Employee(s): interns, staff of all operational and managerial levels, stockholders, advisors, directors and officers of QGMI, of all its national and international units. The expression also covers, for the purposes of this policy, the staff of Third Parties.

Ethics Committee: is the non-statutory permanent body aiming at advising the CEO of QGMI in the performance of their duties regarding the promotion of the organizational culture based on ethics and the transparency of their business relations, in the rendering of accounts of their acts, as well as in the equal treatment given to all stakeholders, promoting, for this purpose, the dissemination of and the compliance with the Code of Ethics and the adoption and improvement of non-compliance risks management mechanisms.

Government Relations: are the relations of communication between the Company and governments, public administrations and/or any official or authority.

Internal rules: QGMI's policies, guidelines, procedures and internal regulations.

Local Compliance Officer (LCO): is the QGMI Employee who shall perform the Compliance duties in the operation place of a specific international unit of QGMI, reporting to the CCO.

Market dominance: is the position of economic power held by an undertaking which enables it to hinder the

maintenance of effective competition on the relevant market by affording it the power to behave to an appreciable extent independently of its competitors, its customers and ultimately of consumers.

Representative / Agent: any QGMI Associate or Director who acts on behalf of QGMI, either formally or informally.

Third parties: suppliers of goods and services, business partners, consortium members, representatives, temporary consultants or any other person or company acting on behalf of QGMI, directly or indirectly.

4. Violations of competition rules

4.1. Illegal Conducts

At QGMI we believe in an integrated and best practice business environment. Therefore, our Employees and Third Parties must strictly observe and comply with best practices and avoid any acts that may limit or harm free competition.

All provisions applicable to the Company, as well as any other mandatory rules, must be complied with in all matters relating to competition law and government relations.

Consequently, the following are considered PROHIBITED practices, whether they are carried out by one individual or more persons:

- i) **Cartel formation (collusive behavior):** agreeing, making agreements, combining, manipulating or adjusting with the competitor on prices, conditions, advantages, market division (geographical, by customer or segment, etc.) or abstaining (voluntary refusal) in public tenders or private competition;
- ii) **Exchange of confidential information** or concurrently sensitive and/or related to the Company's strategies (such as business conditions, prices, discounts, cost structure, production capacity and levels, margin and profits, etc.);
- iii) **Agreements to limit production** or restrict the quality of the product and/or services, especially with Competitors seeking to boycott customers, suppliers and/or other competitors;
- iv) **Limit or block** new/other companies from entering the market;
- v) **Agreements to not hire employees** from a company of another competitor ("No-poach Agreements");

- vi) **Restricting competitors' access** to sources of entry, raw materials, equipment or technology, as well as distribution chains;
- vii) **Subordination of the signing of contracts** to the acceptance by the other contracting parties of additional services which, by their nature or according to commercial usage, have no connection with the subject matter of such contracts;
- viii) **Abuse of a dominant position** through the direct or indirect imposition of unfair prices or other commercial or service conditions; the application of unequal conditions in commercial or service relations for equivalent services, which places some competitors at a disadvantage with respect to others, etc.

QGMI will be able to apply disciplinary measures to the Collaborators and Third Parties, for any reason that can reasonably be interpreted as anti-competitive in substance or process.

The exclusive dialogue of third parties with competitors on behalf of the Company is expressly forbidden. Exceptions shall be formally approved by the director of the area responsible and subsequently validated by the Ethics Committee, which shall govern the extension of the mandate granted to the Third Party.

4.2. Unfair competition offences

Any violation of legal rules whose purpose is to regulate competition activity is considered unfair, and in general any behavior that objectively runs counter to the requirements of good faith in business is also considered unfair.

Conduct contrary to good faith shall be defined as conduct contrary to professional diligence, understood as the level of competence and care that an average entrepreneur would be expected to exercise in accordance with honest market practice, which distorts or is likely to distort the economic behavior of the recipient of the good or service.

As an example, but not as an exhaustive list, the following acts are PROHIBITED because they are considered unfair:

- Acts of deception.
- Acts of confusion.
- Misleading omissions.
- Aggressive practices.
- Acts of denigration.

- Acts of imitation.
- Acts of exploitation of the reputation of others.
- Violation of business secrets.
- Induction to breach a contract.
- Discrimination of the consumer in terms of prices or other conditions of sale.
- Predatory pricing

4.3. Relations with Competitors and Government Authorities

- Meetings with **Competitors** must be transparent and follow the guidelines in Appendix 1 of "Good Practices with Competitors and in Government Relations".
- In meetings with **Government Authorities** and public actors, it is essential to carry out the agreements in a comprehensive and transparent manner. In this sense, the company representative must register the events in which interactions with public authorities take place in order to record them in a clear and objective manner. Likewise, the guidelines established in Appendix 1 of these policies, "Good Practices with Competitors and in Government Relations", should be followed.

5. Responsibilities

The following responsibilities are assigned:

RESPONSABILITY MATRIX					
Description	Compliance Department	Company Employees	Directors and Officers	Legal Department	Ethics Committee
Reporting on competition issues or agreements that directly or indirectly seek to eliminate or discourage competition or confer an improper competitive advantage, because such agreements interfere with trade and free trade	E	E	E	E	
Preparation of an analytical report on competition issues or agreements which directly or indirectly seek to eliminate or discourage competition, or which confer an improper competitive advantage because such agreements interfere with trade and free trade	E	H	H	E	
Deciding on the implementation of a decision that may affect and/or result in situations that are linked to competition or agreements that directly or indirectly seek to eliminate or discourage competition or confer an inappropriate competitive advantage, because such agreements interfere with trade and free trade	S	-	D	S	V

Legend:

D = Decides (authorizes / approves execution or continuity)

S = Supports (acts as a collaborator, providing human, material or technical resources for the execution)

H = Help (available for consultation)

E = Execute the activity

V = Analyze and validate

6. Communication

- 6.1. Every Employee of QGMI who is not sure of the conduct to follow in a certain situation should consult the Code of Ethics, the Compliance Policies, the CCO (via e-mail compliance@ggmic.com) or to the Ethics Committee of the QGMI (via e-mail comitedeetica@ggmic.com).
- 6.2. In addition, if any Employee detects or suspects, in good faith, that there may be violation to the Compliance Program, especially the Code the Ethics or the Compliance Policies of QGMI, they must report the fact to the communication channel available for that purpose.

7. Supervision

- 7.1. Every Employee of QGMI must be acquainted with the principles and rules present in the Code of Ethics, as well as in the Compliance Policies, observing them anywhere in the world.
- 7.2. The managers are required to ensure that their team observes said rules and principles, this ensuring that, in the scope of their area of responsibility, there are no misconducts that could have been avoided with due supervision.

8. Sanctions

- 8.1. The Employee or Third Party who does not obey any of the determinations applicable to them provided for in the Code of Ethics or in the Compliance Policies, as the case, shall be subject to sanctions laid down in the PC-QGMI-09 Policy (Ethical Channel and Disciplinary Measures), such as disciplinary measures, including contract termination.
- 8.2. The Employees and Third Parties must be aware that violation to the determinations of this Policy may constitute liability in the criminal, civil and administrative spheres.

9. Exceptions

Except if otherwise is expressly determined in this document, only the Ethics Committee, in the performance of its activities, may, in the face of an analysis of a concrete case and observing the specific procedure, authorize any exceptions to the provisions of any Compliance Policies.

10. References

- Code of Ethics
- Anti-Corruption Policy.
- Conflicts of Interest Policy.
- Treaty on the Functioning of the European Union (TFEU).
- *Ley 15/2007, de 3 de julio, de Defensa de la Competencia* (Spanish Antitrust Act).
- *Ley 3/1991, de 10 de enero, de Competencia Desleal* (Spanish Unfair Competition Act).
- *Ley 1/2019, de 20 de febrero, de Secretos Empresariales* (Spanish Trade Secrets Act).