



GRUMA Code of Ethics





GRUMA Code of Ethics

Scope

This Code of Ethics applies to GRUMA, its Subsidiaries, its Directors and Employees.

Content

- I. Definitions
- II. Introduction
- III. Purpose of the Code
- IV. Scope of the Code
- V. GRUMA's Conduct and Ethics Standards
 - a. Prevention of Conflicts of Interests
 - b. Responsible Handling of Information
 - c. Responsible Handling of Assets
 - d. Relationship with Clients
 - e. Relationship with Suppliers
 - f. Relationship with Counterparties
 - g. Relationship with Competitors
 - h. Relationship with the Government
 - i. Relationship between Members of GRUMA
 - j. Activities outside of Working Hours
 - k. Social Responsibility
 - l. Security, Sanitation and Health
- VI. Code Administration

I. DEFINITIONS

The following terms shall have the meaning indicated below for purposes of this Code of Ethics:

- (a) “**GRUMA**” means Gruma, S.A.B. de C.V., as well as its Subsidiaries as applicable depending on the corresponding context.
- (b) “**Subsidiaries**” means all those entities, directly or indirectly, controlled by **GRUMA** as well as those entities in which **GRUMA** has a significant influence because of the ownership rights, which directly or indirectly allow the exercise of voting rights with respect to the twenty percent of the capital stock of such entities.
- (c) “**Director**” means any person who is a member of the Board of Directors of **GRUMA**.
- (d) “**Employee**” means any person who has an employment relationship with **GRUMA**, either through an indefinite term employment agreement or any other type of agreement that implies a subordination relationship.
- (e) “**Member of GRUMA**” means Directors and Employees.
- (f) “**Counterparty**” means any individual or entity, domestic or foreign, who has a contractual, professional or business relationship with **GRUMA**, different to an employment relationship, including, without limitation, advisors, consultants, auditors, suppliers, distributors, clients, intermediaries, services providers and contractors.





- (g) “**Reporting System**” means the electronic and/or telephone platform set up by **GRUMA** in each country where it operates, for the submission, reception and handling of complaints, reports, disclosures, notifications and/or any information furnished in good faith by a Member of **GRUMA** or any third party, with respect to the operations, guidelines and operation policies of **GRUMA**, its internal control system, internal audit, accounting and accounting records, as well as in connection with conducts or actions which are deemed to be or could represent non-compliance with this Code of Ethics or with the applicable law.
- (h) “**Audit Committee**” means the committee composed by independent Directors and annually appointed by the Board of Directors of **GRUMA** in accordance with the provisions of the applicable securities laws, to carry out activities regarding corporate governance and audit matters referred to in such laws.
- (i) “**Ethics Committee**” means the six-member committee annually created by the Audit Committee, which shall always be composed of the chairman of the Audit Committee, a representative of the Corporate Administration Department, a representative of the Corporate Finance and Planning Department, a representative of the Corporate Human Resources Branch, a representative of the Corporate Internal Audit Branch, and a representative of the Corporate Legal Department, and which authorities are set forth in the International Corporate Procedure regarding the Administration of the Code of Ethics and Reporting System of **GRUMA**. Schedule A of this Code includes contact information of the Ethics Committee and of the different corporate departments of **GRUMA**.

II. INTRODUCTION

Acting ethically, with integrity, respect and honesty is an essential part of the corporate culture of **GRUMA**. These values must always govern the conduct of every person in any sphere of their lives, leading by example. By acting in an ethical manner, **GRUMA**'s image is strengthened as a solid, socially responsible and trustworthy company in all the countries where **GRUMA** is present.

Each Member of **GRUMA** is responsible for embodying the values that govern **GRUMA** at all times, therefore it is important for you to know the contents of this Code and to live up to its values, being aware of the standards according to which you are expected to act in the different situations you may face in your respective areas of work, regardless of the country where you are located.

The following fundamental conduct standard has been set in **GRUMA**: “**Carry out business in good faith, with absolute honesty and in strict compliance with the Law, promoting sound competition.**” Acting according to this standard is the way to create and maintain a good reputation, as well as to generate the necessary trust to establish long lasting business relationships.

Thus, the actions of all Members of **GRUMA** must always be based on values such as integrity, honesty, trust, impartiality, respect, tolerance, freedom, rationality and legality, as well as with full respect to the environment and in acknowledgment of human rights.

GRUMA will not allow any distinction, exclusion, restriction or preference that, by action or omission, with or without intent, is aimed at or results in hindering, restricting, obstructing, impairing or overriding the acknowledgment, enjoyment or exercise of human rights and freedoms, including, without limitation for any of the following reasons: ethnicity or national origin, skin color, culture, gender, age, disabilities, social, economic or health condition (including, without limitation, having suffered COVID-19 or contact with a person suspected or confirmed with said disease), religion, physical appearance, genetic characteristics, immigration status, pregnancy, opinions, sexual preferences, political identity or affiliation, marital status, family situation, family responsibilities or any other reason.





III. PURPOSE OF THE CODE

The purpose of this Code is to set forth the conduct standards that all Members of **GRUMA** must observe when performing their duties, which shall serve as guidelines to achieve transparent decision-making in accordance with the ethical responsibility concept that applies to them as Members of **GRUMA**. Likewise, this Code serves as a tool to oversee the ethical behavior of all Members of **GRUMA**.

IV. SCOPE OF THE CODE

This Code is mandatory for all Members of **GRUMA** who are responsible, within the scope of their duties, to ensure that this Code is complied with and applies in all the countries where **GRUMA** operates.

Likewise, every Member of **GRUMA** must seek and oversee, within the scope of his/her duties, that the Counterparties respect the contents of this Code.

The provisions of this Code are independent from and additional to the applicable laws in the different countries where **GRUMA** operates, as well as the provisions of the guidelines set forth in the internal corporate policies, manuals and procedures of **GRUMA**, which shall be strictly observed at all times by all Members of **GRUMA**.

V. GRUMA'S ETHICS AND CONDUCT STANDARDS

This Code sets out the guidelines, standards and principles that all Members of **GRUMA** must observe when performing the functions entrusted to each one of them in any country. This, in the understanding that the following standards are not meant to be exhaustive and should be complemented with the applicable law as well as the internal policies, standards and procedures of **GRUMA**.

A. PREVENTION OF CONFLICTS OF INTERESTS

All Members of GRUMA must always act with loyalty to GRUMA, avoiding being involved in situations that represent a conflict of interest. A conflict of interest is any situation in which the existence of a personal or economic benefit or interest of a Member of GRUMA may influence his/her professional decisions related to the performance of his/her duties with GRUMA (this personal interest or benefit being contrary to GRUMA's interests).

1. Jobs or Positions outside of GRUMA

Employees of **GRUMA**, while having such role, may not have another job or position with any Counterparty or competitor of **GRUMA**. Likewise, they may not have a job or position with any other individual or entity when it can be reasonably concluded that such situation hinders in any way the proper performance of their functions in **GRUMA** or for any reason represents a conflict of interest.

All Members of **GRUMA**, while having such role, will not participate as members or advisors in the Board of Directors of other companies directly or indirectly competing with the businesses of **GRUMA**.

2. Interests in Other Businesses

Members of **GRUMA** will not, individually, through and/or jointly with any third party, have business or financial interests with Counterparties or with competitors of **GRUMA**.





3. Businesses with GRUMA

Members of **GRUMA** will not, directly or indirectly, take advantage for themselves or for any third party, of a business opportunity presented to **GRUMA**.

Likewise, in the purchase and/or hiring of goods/services by **GRUMA**, Members of **GRUMA** will not, directly or indirectly, obtain any income from Counterparties related in any way to the goods or services supplied or provided to **GRUMA**.

4. Gifts, Attentions, Trips and other Courtesies

Members of **GRUMA** will not give trips, services, goods, gifts or any other special consideration to any Counterparty when their value exceeds \$50.00 United States Dollars (or the equivalent thereof in any other currency) per event, except with the prior authorization of the Ethics Committee.

Members of **GRUMA** will not, individually, through or jointly with a third party, accept gifts, attentions, trips, services, goods or any other special consideration from any Counterparty, when their value exceeds \$50.00 United States Dollars (or the equivalent thereof in any other currency) per event, and must report any offering of such benefits to the Human Resources department of the corresponding division or business unit for its registration according to the provisions of the internal policies of **GRUMA**.

Notwithstanding the above, should Members of **GRUMA** inadvertently receive gifts from Counterparties with a greater value than the thresholds indicated above, the person who receives them must deliver them to the Human Resources department of the corresponding division or business unit for its registration and disposal according to the provisions of the internal policies of **GRUMA**, unless these were permanently personalized, in which case they may keep them, subject to receiving prior authorization of the Ethics Committee.

Any meeting between Members of **GRUMA** and Counterparties shall always be held with the sole purpose of establishing or consolidating a professional or business relationship. In the event that Employees request the meetings, any payment made in connection thereto, for example a meal, must have the corresponding authorization and follow the expenses policy and other applicable policies of **GRUMA**.

5. Handling of Conflicts of Interest

Every Member of **GRUMA** who is directly or indirectly involved in a conflict of interest must prepare an accurate, complete and timely report of the facts and circumstances and send it to its hierarchical superior. The hierarchical superior who receives said report must also channel the report to the Employee with the highest hierarchy level of the corresponding division or business unit, and the latter shall have the obligation of sending said report to any of the members of the Ethics Committee, Audit Committee, or the hierarchical superior of the Corporate Administration Department, Corporate Finance and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch, or the Corporate Legal Department, in order for this situation to be handled in accordance with the provisions of the International Corporate Procedure regarding the Administration of the Code of Ethics and Reporting System of **GRUMA**.

When a Member of **GRUMA** considers that he/she may have, or doubts whether or not he/she directly or indirectly has, a potential conflict of interest in a matter in which he/she has decision-making power or influence, he/she shall abstain from making any decisions in relation thereto and shall immediately communicate the details of the potential conflict of interest in writing to its hierarchical superior. The hierarchical superior who receives said





report must also channel the report to the Employee with the highest hierarchy level of the corresponding division or business unit, and the latter shall have the obligation of sending said report to any of the members of the Ethics Committee, Audit Committee, or the hierarchical superior of the Corporate Administration Department, Corporate Finance and Planning Department, Corporate Human Resources Branch, the Corporate Internal Audit Branch, or the Corporate Legal Department, for the purpose of handling the conflict and supervising that the same is resolved, taking into account the interests of **GRUMA** and in accordance with the applicable policies and regulations.

B. RESPONSIBLE HANDLING OF THE INFORMATION

The improper disclosure or use of information could result in a competitive disadvantage, loss or financial damage for GRUMA, in addition to having serious legal implications. Thus, Members of GRUMA shall not disclose the Confidential, Inside and/or Privileged Information of GRUMA to third parties. Members of GRUMA must use the Confidential, Inside and/or Privileged Information of GRUMA that is in their possession, confidentially and privately, solely and exclusively to carry out the activities entrusted to them, and will abstain at all times from directly or indirectly obtaining or receiving unauthorized personal benefits or causing damage to GRUMA as a result of the use of said information.

1. Types of Information

The information that belongs to or is used by **GRUMA** is classified as follows:

- **“Confidential Information”** is that information that **GRUMA** classifies as such, as well as the information that is expressly classified as such in the documents or agreements governing the relationships with its Employees, Directors and/or Counterparties. Likewise, it includes information that is classified as confidential in terms of the applicable legal provisions and, in general, any information regarding **GRUMA**, its Employees, interest groups, operations, activities, plans, investments and strategies not officially published.
- **“Privileged Information”** is that information consisting of acts, facts or events that may influence the prices of shares in the capital stock of GRUMA, S.A.B. de C.V. and/or Grupo Industrial Maseca, S.A.B. de C.V., as well as any security, bond, or debt instrument issued by such companies or any Subsidiary in any securities market, as long as said information is not made public by **GRUMA**. For clarification purposes, all Privileged Information is also Confidential Information, but not all Confidential Information is Privileged Information.
- **“Inside Information”** is that information generated during the regular course of business of **GRUMA** which, even if it does not constitute Confidential Information nor Privileged Information, due to its characteristics and since it is related to **GRUMA**'s matters and is not Public Information, it shall not be disclosed to third parties.
- **“Public Information”** is that information of **GRUMA** that having previously been Confidential Information, Privileged Information or Inside Information, it no longer has that nature given that it was disclosed to the public through the use of mass media or through the channels authorized by **GRUMA** for its broad dissemination to the public.

a) Confidential Information:

If third parties get access to the Confidential Information, this could give advantages to competitors or cause damage to **GRUMA**. Therefore, Members of **GRUMA** who have access to Confidential Information must handle it with care and discretion. They





are not authorized to use it in any way which is not required for their functions, nor disclose it to Employees who are not authorized to receive it or where there is no reason whatsoever for them to receive it, nor to persons who are not Members of **GRUMA**.

GRUMA will set forth and adopt the necessary means or systems to preserve the confidentiality of the Confidential Information, as well as the restricted access to the same. Additionally, Members of **GRUMA** will adopt the necessary measures within their means to protect this type of information, for which at least they shall:

- Sign the confidentiality agreement as requested by the corresponding Human Resources department.
- Keep the printed documents containing Confidential Information under lock if possible and, in case of electronic files containing Confidential Information, electronically keep them in electronic equipment, devices or platforms with access restricted to persons authorized by **GRUMA**, which may include the use of a private password for access.
- Avoid its reproduction and photocopy, except when done personally or with the exclusive assistance of his/her secretary when necessary.

Without limitation, the following is considered Confidential Information concerning **GRUMA** as long as it has not become Public Information:

- Financial data, projections and budgets, and other accounting information.
- Budgets, plant and corporate buildings construction or expansion projects, as well as real estate developments and the investment amount.
- Mergers, acquisitions, joint ventures, expansion plans and business plans.
- Investigation, development and plans to launch new products and services, as well as commercial strategies.
- Intellectual and industrial property, such as trade secrets, trademarks, patents and copyrights.
- Industrial or commercial processes costs, price integration of the products and/or services manufactured, commercialized or distributed by **GRUMA**.
- Important changes in the administration and policies being evaluated or pending to be instrumented.
- Practices, methods, industrial processes, formulas, systems, process and security equipment.
- Compensation policies, position valuation, salary scales and allowances, Employees' payroll and incentive systems, and any other personal information of Employees.
- Litigation or other disputes in which **GRUMA** or its shareholders are involved.
- Prices, volumes and agreements with suppliers and clients, as well as confidential information of said suppliers and clients.
- Identity of clients and suppliers, as well as the type and extent of businesses with them, price structures and policies.
- Market studies and projections.
- Mistakes, deficiencies or specific problems that may occur in the course of operations of **GRUMA**.
- Any information contained in documents expressly labeled as "Confidential Information", "Personal" or both.
- Any document related to plans or strategies.





b) Privileged Information:

Having or using Privileged Information is an extremely delicate and sensitive matter that must be carefully handled.

Members of the Board of Directors and its Secretary, Officers, Managers, and Auditors, as well as certain of their relatives, among others, could be presumed to have Privileged Information relating to **GRUMA**, pursuant to the applicable laws.

Members of **GRUMA** must comply with the applicable provisions for the handling of Privileged Information. Likewise, they shall handle the Privileged Information in the same way as set forth for the Confidential Information.

Every Member of **GRUMA** who has Privileged Information should register his/her knowledge before the Corporate Legal department, including the date on which he/she acquired knowledge of the same. For this purpose, he/she should sign the form set forth in the internal Policy of **GRUMA** regarding the Operations with Securities of the Issuers and Handling of Privileged Information, and deliver it to the Corporate Legal Department.

Any Member of **GRUMA** who has Privileged Information, shall not:

- Directly or indirectly carry out or instruct the execution of operations, with any class of shares in the capital stock of GRUMA, S.A.B. de C.V. and/or Grupo Industrial Maseca, S.A.B. de C.V., as well as any equity, bond, or debt instrument issued by such companies or by any Subsidiary in any securities market, which listing or price could be influenced by said information while it is considered privileged.
- Furnish or transfer the information to one or more persons, except when as a result of their position, office or functions, the person to whom the information is furnished or transferred must have access to it.
- Issue recommendations regarding any class of shares in the capital stock of GRUMA, S.A.B. de C.V. and/or Grupo Industrial Maseca, S.A.B. de C.V., as well as any equity, bond, or debt instrument issued by such companies or by any Subsidiary in any securities market, which listing or price could be influenced by said information while it is considered privileged.

c) Inside Information:

Inside Information may be shared within departments and Employees of **GRUMA** for whom it is relevant or who must have access to it, but it shall not be disclosed on a general basis to third parties. Moreover, it may be disclosed to Counterparties as long as it is necessary within the context of the contractual, professional or business relationship with said Counterparty and is authorized by the Employee with the highest hierarchy level of the corresponding division or business unit. Therefore, Members of **GRUMA** should not comment or disclose in any other way Inside Information of **GRUMA** to outside persons or companies, during or outside of their working hours.

d) Public Information:

All information to be disclosed to the public may only be disclosed through the spokespersons authorized by **GRUMA** after obtaining the corresponding authorizations, using the established and authorized media and channels.

Once the information is disclosed through the authorized media and becomes public, Members of **GRUMA** will be discharged from the responsibility of safe keeping it and may use it freely but responsibly, as long as any Confidential Information, Privileged Information or Inside Information is not compromised.





2. Improper use of Information

The improper use and disclosure of Confidential Information, Inside Information or Privileged Information could constitute a criminally sanctioned offence, regardless of the financial responsibility that may be incurred, as well as the damages caused to **GRUMA**. These effects will not cease with the termination of the employment or business relationship rather they will cease in accordance with the law or, where applicable, the corresponding agreement.

The actions contrary to the sound practices and customs, such as the ones described below, are considered an improper use of information:

- Cause movements in the listing prices and yield rates of the market.
- Carry out any action aiming to create false demand or supply conditions, or which influences the prices of any share evidencing the capital stock of GRUMA, S.A.B. de C.V. and/or Grupo Industrial Maseca, S.A.B. de C.V., as well as any equity, bond, or debt instrument issued by such companies or by any Subsidiary in any securities market.
- Spread rumors.
- Disclose false information.

3. Handling of Information in light of Requirements by Authorities and Counterparties

Members of **GRUMA** who are required or requested to disclose information by any authority or governmental agency duly authorized for that purpose, or by any Counterparty authorized pursuant to an agreement or the law, whether the information or documentation is of **GRUMA** or of third parties related to **GRUMA**, shall immediately inform such circumstance to the Employee with the highest hierarchy level in the corresponding division or business unit, who shall also immediately report such circumstance to the legal department of the division and/or the Corporate Legal Department in order to determine the merits of the request and to adopt the measures and/or actions they deem convenient.

Should a Member of **GRUMA** be obliged to furnish information to any authority, he/she shall disclose only the part of information or documentation that is legally required and shall make his/her best efforts to ensure that this information is confidentially treated for which he/she shall have the support of the corresponding department within **GRUMA**.

No Member of **GRUMA** will accept interviews, answer questions, nor file, show or deliver documents of or regarding **GRUMA** without the corresponding authorization, unless he/she is legally required to do so. The same treatment shall be given to the information requests of Counterparties or their legal representatives when authorized pursuant to the law or an agreement to do so.

4. Third Parties' Information

The information owned by third parties that is disclosed to Members of **GRUMA** on a confidential basis or that pursuant to the applicable law should be kept as such, must be treated with the same care and under the same rules applicable to the Confidential Information of **GRUMA**.

C. RESPONSIBLE HANDLING OF ASSETS

Members of GRUMA shall act in accordance with the principles and provisions contained in this Code, the internal policies, procedures and manuals of GRUMA, and the applicable law, and must be committed to safekeeping GRUMA's assets, assuming the responsibility of their respective functions within GRUMA. In addition, Members of GRUMA shall use the assets, including economic and material resources, of GRUMA





in a lawful and moderate manner, in accordance with the applicable internal policies, manuals and procedures of **GRUMA**. Thus, they must use them in an efficient manner, avoiding obtaining a personal benefit and/or causing damages to **GRUMA** through their use.

1. Legality

All Members of **GRUMA** shall strictly adhere to the applicable legal provisions (including, without limitation, matters such as anti-corruption and prevention of operations with illegally sourced funds), as well as observe the common corporate practices that govern **GRUMA** and its applicable internal policies and procedures.

Bribery and/or extortion in any of their forms are prohibited within **GRUMA**.

All Members of **GRUMA** shall comply with applicable laws regarding money laundering.

2. Use of the Assets

GRUMA's resources must be handled with honesty at all times. Honesty must be the main characteristic of every Member of **GRUMA**.

Members of **GRUMA** shall ensure that the use of **GRUMA**'s assets, facilities, services and goods is made with moderation and in relation to the duties they perform, in accordance with the applicable internal policies, manuals and procedures of **GRUMA**, in an efficient manner, and must refrain from obtaining a personal benefit or causing damages to **GRUMA** through their use.

In the event that an Employee requires to use resources such as paper, photocopies, electric energy, and the like, as well as office equipment (desktop fixtures, photocopiers, telephones, personal computers etc.) for personal purposes, he/she must obtain the authorization of the Employee with the highest hierarchy level in the corresponding division or business unit and the use must always be reasonable and moderate and in compliance with the applicable internal policies, manuals and procedures of **GRUMA**.

As an example, disposing of a resource or asset of **GRUMA** (movables, properties, equipment, etc.) in any way other than as permitted, taking unauthorized product samples (whether an expired product, scrap or finished product) for personal consumption; and/or withdrawing equipment, any material or supplies for personal use, without the corresponding authorization will be considered a breach of this Code.

3. Records

Any asset, good, material or service that is acquired or used must be registered in **GRUMA**'s accounting records. Thus, Employees in charge of keeping such records will make sure to keep them in order and maintain them updated. Such Employees shall at all times scrupulously comply with all current accounting rules and policies.

4. Expenses

The expenses that are made on **GRUMA**'s account shall be supported by the correct documentation set forth in the corresponding internal rules and policies of **GRUMA** and be authorized by the Employees empowered for such purpose, who must supervise that these expenses are justified and are within the approved budget parameters.

Business trips that are made on **GRUMA**'s behalf that involve paying for the total or part of the travel expenses of Counterparties (actual or potential), shall be evaluated in each particular case and will be authorized when they:





- Are conducive to maintaining or improving the professional or business relations of **GRUMA**.
- Do not establish any obligation or commitment between the parties.

Recreation or leisure trips on **GRUMA**'s account are prohibited.

5. Political Contributions

The resources, facilities, services and goods of **GRUMA** should not be used by Members of **GRUMA** to support public officers or employees of the government or candidates to positions of federal, state or municipal popular election.

Members of **GRUMA** should avoid situations that may suggest to third parties that **GRUMA** influences, supports or intervenes in political activities.

6. Fraud and Illegal Acts

Members of **GRUMA** that directly or indirectly have knowledge of any act related to the use and/or disposal of any asset of **GRUMA** that could constitute or imply damage to **GRUMA** must report it, with discretion, either through the Reporting System available in the country where they are located or directly to the Employee with the highest hierarchical level in the corresponding division or business unit, who shall also report it to any of the members of the Ethics Committee, Audit Committee, or to the hierarchical superior of the Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department in order for such situation to be investigated and resolved pursuant to the provisions of the International Corporate Procedure regarding the Administration of the Code of Ethics and Reporting System of **GRUMA**, the other internal policies and procedures of **GRUMA** and the applicable law. Remaining silent could imply an act of concealment and, consequently, of complicity.

Registering and authorizing false or deceitful entries on **GRUMA**'s accounting records is a fraud.

When learning of or having sufficient presumption of any fraud or illicit act in which Members of **GRUMA** participate in –individually, in group or in conspiracy with third parties- the corresponding legal process shall be followed, collaborating with the legal authority in a timely manner to enable the due application of the Law.

D. RELATIONSHIP WITH CLIENTS

Members of GRUMA must always act with respect, objectivity, impartiality, independence, fairness, and excellence in their relations with GRUMA's clients, and in accordance with the values and interests of GRUMA.

Considering that **GRUMA** has presence in multiple countries, Members of **GRUMA** must ensure compliance with local practices and customs of the corresponding country when trying to establish relationships with clients, and they shall always previously consult with the divisional legal department and/or the Corporate Legal Department if there exists any requirement or legal restriction that must be taken into consideration when dealing with clients in certain territories, before establishing commercial relations with such clients.

1. Professional Attitude

GRUMA has the commitment of satisfying, in so far as possible, the needs of its clients, offering products and services of the highest quality that are the most adequate for their particular needs.





Members of **GRUMA**, particularly those directly in charge of customer service, shall maintain a position of respect, quality, efficiency and courtesy to the clients; the same that they would expect to receive if they were the clients.

2. Offering of Services and Products

Employees that by any means provide information regarding the products or services that **GRUMA** offers, shall verify that such information is true, accurate and free of anything that could confuse, deceive, or lead to a wrong interpretation of its characteristics, avoiding:

- Making the client buy products or services that he/she does not need.
- Not disclosing the potential risks for the consumer, if any, in the detailed description of a product or service.
- Making false or deceitful comparisons with equivalent products or services offered in the market.
- Making commitments or promises that are impossible to achieve or meet or that do not have the corresponding internal authorizations.
- Mentioning untrue characteristics of the products.

3. Equal treatment

Members of **GRUMA** must be impartial, objective and fair in their relationships with the clients of **GRUMA**, and shall therefore comply at all times with the applicable rules in antitrust matters and without limitation, they should avoid the following practices:

- Demand or accept an exclusivity not allowed by the applicable law.
- Impose a condition, where the granting of products or services of **GRUMA** is subject to the client accepting others that he/she does not need or desire.
- Seek reciprocal deals on which **GRUMA** would accept the products and services that a company offers, as long as such company accepts the products and services of **GRUMA**.
- Condition the sale of products or services of **GRUMA** to the client not using, acquiring, selling, commercializing or providing the goods and services produced, processed, distributed or commercialized by a third party.
- Refuse to sell, commercialize or provide products or services of **GRUMA** to certain persons without legitimate justification when they are usually offered to third parties with similar characteristics in similar circumstances.
- In conjunction with other economic agents, pressure or refuse to sell, commercialize or acquire products or services of **GRUMA** to a client, with the purpose of discouraging him/her from a specific conduct, apply retaliation or force him/her to act in a specific manner.
- Sell products of **GRUMA** below their average variable cost, or below their average total cost but above of their average variable cost, with the purpose of eliminating the competition and subsequently regaining the losses through future price increases.





- Grant discounts, incentives or benefits to the clients with the requirement of not using, acquiring, selling, commercializing or providing the goods or services produced, processed, distributed or commercialized by a third party, or that the transaction is subject to the requirement of not selling, commercializing or providing the products or services of **GRUMA** to a third party.
- Discriminate or a give preferential treatment among clients that for their specific characteristics can be recognized as equivalent within the same market segment in accordance with the applicable law, establishing different prices or sale conditions for each of them, when it is not permitted by applicable law.

Notwithstanding the abovementioned and given that the applicable local law could establish additional prohibitions or exceptions to what was previously indicated, where doubt exists regarding any conduct that could in any way violate the antitrust regulations, the legal divisional department and/or the Corporate Legal Department shall be consulted before carrying out the conduct.

Whenever **GRUMA** is required to demand the fulfillment of a condition contractually agreed from a client, or enforce a contract, **GRUMA** will resort to the applicable legal agencies to compel a client to comply with its contractual obligations, but will never use illegal means to achieve this purpose.

4. Decision of not doing business with a client

GRUMA will not accept individuals, or entities as clients when they meet any of the assumptions established by the applicable regulations on prevention of operations with illegally sourced funds, terrorism, corruption and other equivalent established for such purposes, as well as those that are suspected to be involved in illegal activities. Moreover, **GRUMA** is not obliged to accept individuals or entities as clients when there is knowledge that such persons have negative backgrounds of any type or that they do not have the required solvency. This situation shall be carefully monitored by those Employees with promotions or sales functions, and in its case reported to the Employee that has the highest hierarchical level in the corresponding division or business unit, who shall also report it to the divisional legal department and/or the Corporate Legal Department of **GRUMA**.

Moreover, and in case that there is suspicion or it is detected that a client is involved in any of the illegal activities mentioned in the previous paragraph, this shall be reported, either through the Reporting System available in the relevant country or directly to the Employee with the highest hierarchical level in the corresponding division or business unit, who shall also report said situation to any of the members of the Ethics Committee, the Audit Committee, or to the hierarchical superior of Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department, in order for this situation to be investigated and if required, to proceed with the termination of the relationship with such client.

5. Means to obtain information about clients

It is an obligation of Employees of **GRUMA** to identify through the established means and using the formats and the information required by the applicable regulations, any client or potential client, as well as to verify, if possible and before establishing any relationship, the truthfulness of the information provided, in accordance with the internal policies, regulations and procedures of **GRUMA** as well as the applicable law.





E. RELATIONSHIP WITH SUPPLIERS

The relationships that Members of **GRUMA** maintain with **GRUMA**'s suppliers shall at all times comply with **GRUMA**'s internal policies and be based on technical selection criteria, with suppliers that are duly established, financially sound and with a good reputation in the market, always attending to the needs of **GRUMA**, and conducted with objectivity, independence and integrity, being strictly prohibited to, directly or indirectly, obtain or grant a personal benefit when selecting a supplier.

1. Selection of suppliers

Members of **GRUMA** that participate in the selection of suppliers shall be free of conflict of interests and be impartial, and evaluate cost, quality and reliability of products or services, as well as the installed capacity and other key characteristics sought in potential suppliers comply with **GRUMA**'s business requirements.

Likewise, they shall ensure that the selection of suppliers is done through the procedures established in **GRUMA**'s policies, such as direct quote or invitation, formalization through agreements, compliance with the conditions and timely delivery, in a manner that ensures the best cost – benefit relation at all times.

In the event that a Member of **GRUMA** who participates in the selection of suppliers has a conflict of interests on such matter, including family or friendship ties with the potential supplier, or that for any other reason his/her impartiality is compromised, he/she shall refrain from participating in the selection process and shall inform such circumstance to the Employee of the highest hierarchical level in the corresponding division or business unit, who in turn shall report such situation to any of the members of the Ethics Committee, the Audit Committee, or well to the hierarchical superior of the Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department. This, in the understanding that reporting this kind of conflict of interests will not have negative implications for the Employee as long as he/she reports it on time and excuses him/herself from participating in the corresponding business decision. However, not reporting the conflict and participating in the corresponding business decision could have consequences pursuant to the internal policies and procedures of **GRUMA** and the applicable law.

2. Quotes, prices and purchasing decisions

When inviting suppliers to present quotes, suppliers shall be informed in a complete, clear and consistent way of all the technical, commercial and other types of requirements established by **GRUMA**. Any clarification or change to the original specifications shall be informed to all the participating suppliers, at the time it is known, and if any of them has already provided a quote, he/she shall be allowed to prepare a new quote.

Members of **GRUMA** that are involved in the supplier selection process will not accept any discount or price that has the purpose of improperly influencing other operations of **GRUMA**, and in general may not, directly or indirectly, obtain in any way, personal or economic benefits.

The purchasing decisions will be based on the provisions of the internal policies of **GRUMA**.

GRUMA will not accept individuals or entities as suppliers when they meet any of the assumptions established by the applicable regulations of prevention of operations with illegally sourced funds, terrorism, corruption and other equivalent regulations established





for such purposes, as well as those that are suspected to be involved on illegal activities. Moreover, **GRUMA** is not obliged to accept individuals or entities as suppliers when there is knowledge that such persons have negative backgrounds of any type or that they do not have the required solvency. This situation shall be carefully monitored by those Employees with procurement or sales functions, and in its case reported to the Employee that has the highest hierarchical level in the corresponding division or business unit who shall also report it to the divisional legal department and/or the Corporate Legal Department in order to adopt the measures and/or actions which are deemed necessary.

Moreover, and in case that there is suspicion or it is detected that a supplier is involved in any of the illegal activities mentioned in the previous paragraph, this shall be reported, either through the Reporting System available in the relevant country or directly to the Employee with the highest hierarchical level in the corresponding division or business unit, who shall also report said situation to any of the members of the Ethics Committee, the Audit Committee, to the hierarchical superior of the Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department, in order for the situation to be investigated and if required to proceed with the termination of the relationship with such supplier.

It is the obligation of Members of **GRUMA** to identify through the established means, the individuals or entities that will be their suppliers, as well as to verify, if possible, and before establishing any relationship, the accuracy of the information provided, in accordance with the policies, regulations and procedures established for such purpose by **GRUMA** as well as the applicable law.

3. Conditioned purchases

Members of **GRUMA** that are involved in the purchasing and/or procurement process shall not for any reason seek or request that a supplier acquire the products or services that **GRUMA** offers in exchange for assigning business to that supplier, nor shall he/she accept this kind of proposals by the suppliers.

4. Comments about suppliers

Members of **GRUMA** Members will not comment on the problems or weaknesses of a supplier with another supplier, nor with any person that is not part of **GRUMA**. The prices, conditions and other type of data received from the actual or potential suppliers shall not be disclosed outside of **GRUMA**.

F. RELATIONSHIP WITH COUNTERPARTIES

Every provision of this Code regarding the suppliers of GRUMA is likewise applicable to all other Counterparties.

GRUMA and Members of **GRUMA** commit to maintain relationships with others based on mutual respect and in strict compliance with the principles of this Code, the internal policies and procedures of **GRUMA** and with the applicable law. Considering that **GRUMA** has presence in multiple countries, Members of **GRUMA** will have to verify that the practices and customs of a specific country are respected and complied with when trying to establish relationships with Counterparties located in such country, and they shall always previously consult with the divisional legal department and/or the Corporate Legal Department if there exists any requirement or legal restriction that must be taken into consideration to deal with Counterparties in certain territories, before establishing relationships of any nature with them.





G. RELATIONSHIP WITH COMPETITORS

Members of GRUMA will refrain from making contact with or forming any kind of relationship with GRUMA's competitors, as well as with any association or chamber in which GRUMA's competitors participate. To the extent that due to his/her duties an Employee must maintain any relationship with a competitor, this relationship shall be previously authorized by the Employee with the highest hierarchical level of the corresponding division or business unit, prior consultation with the divisional legal department and/or the Corporate Legal Department, and shall have a legal and legitimate purpose, be based on mutual respect, and promote a sound competitive environment, always in compliance with the applicable legal provisions, including without limitation antitrust regulations.

1. Prohibitions

Any practice, contract or agreement between competitors that in any form diminishes, damages, prevents or conditions in any way the free competition in the production, processing, distribution, commercialization of goods or services, is illegal and thus prohibited. Examples of these practices include, without limitation, the following:

- Agreements with the intention to fix, elevate, agree on or manipulate the prices of the products and services offered in the markets.
- Agreements that seek to establish the obligation of not producing, processing, distributing, commercializing or acquiring a restricted or limited quantity of goods and services.
- Agreements that seek to rig or coordinate bids, or refrain from participating in public tenders, competitions or auctions.
- Agreements that seek to divide, distribute, assign or impose portions or segments of a market through clients, suppliers, time or territory.
- Any action which object or purpose is to, directly or indirectly, increase the costs or obstruct the productive process or reducing the demand that other economic agents face.
- Any exchange of information with the purpose of carrying out any of the acts mentioned in the previous paragraphs.

As a rule, no Member of **GRUMA** shall have contact with any competitor of **GRUMA**. However, and recognizing that there could be situations in which there could exist a lawful justification for certain Members of **GRUMA** to have contact with a competitor of **GRUMA**, in such cases any communication or approach to a competitor shall have a lawful and legitimate purpose and be previously authorized by the divisional legal department and/or the Corporate Legal Department, in order to verify that such communication or approach does not violate any legal provision.

2. Comments about competitors

GRUMA maintains a policy of mutual respect with its competitors, for which Members of **GRUMA** shall be objective and honest and shall avoid making any unfavorable statements or comments about them to the general public and their clients. Thus, the following shall be observed:

- Base the promotion of **GRUMA**'s products and services on their qualities and the benefits that can be generated for the client.





- The statements regarding the characteristics, added value or cost-benefit of the products or services of a competitor, shall be impartial, honest and verifiable.

Public statements regarding competitors may only be done through the Corporate Communication and Image Department of **GRUMA** or its equivalent in each division or business unit.

3. Associations, business and professional chambers and forums.

Members of **GRUMA** may participate in associations, business and professional chambers and other similar forums when their purpose is legal and legitimate to facilitate the exchange of information on a common interest, to the extent that such exchange is permitted by applicable law and, in any case, without using it to establish agreements with competitors that could constitute practices prohibited by the applicable antitrust law, some of them mentioned in the previous paragraph G.1.

In order for any Member of **GRUMA** to participate in such events as a Member of **GRUMA** or as a representative of **GRUMA**, he/she shall previously obtain the authorization of the Employee that has the highest hierarchical level in the corresponding division or business unit, prior consultation with the divisional legal department and/or Corporate Legal Department.

4. Prohibition to obtain information about competitors

Outside of the framework of an acquisition or sale negotiation within the parameters and guidelines allowed under the applicable regulation, Members of **GRUMA** shall not try, by any means, to obtain trade secrets or any other confidential information of a competitor. On this matter they will refrain from:

- Convincing or trying to convince by any means, current personnel or former employees of a competitor to reveal confidential information.
- Hiring services to obtain confidential or secret information about a competitor.

H. Relationship with the Government

All Members of GRUMA shall act with honesty and respect in the interactions that, in the course of their duties in GRUMA, they have to maintain with the governments of the multiple countries in which GRUMA operates, in compliance with the applicable internal policies, manuals and procedures of GRUMA and in strict compliance of the applicable law.

1. Professional Attitude

Members of **GRUMA** who, in the course of their duties, have to maintain a communication or relationship with officers of regulatory entities or governmental agencies, shall always act respectfully, acknowledging their position as authority, and in such way that the processing of any matter that is being dealt with by them is facilitated, always in compliance with the applicable legal provisions.

Any requests or observations made by a relevant authority shall be satisfactorily attended, provided these are within the powers granted to them by the law.

Should a requirement be presented by any authority, the Member of **GRUMA** that receives it shall inform the divisional legal department and/or the Corporate Legal Department in order for it to evaluate its merits and, if needed, to timely respond through the corresponding channels.





2. Bribery Prohibition

Members of **GRUMA** in their dealings with the authorities, shall refrain from, directly or indirectly, offering and/or receiving, unlawful benefits of any nature. **GRUMA** will not tolerate bribery practices or conducts aimed at bribing an authority.

In accordance with the various legislations on anti-corruption matters at a national and international level, it is illegal to, directly or indirectly, offer, pay, promise to pay, or authorize the payment of money or anything of value to any public officer to influence that officer in his or her official capacity, to induce the public officer to do or omit to do an act in violation of his or her lawful duty, or to secure any improper advantage in order to assist in obtaining or retaining business for or with, or directing business to, any person. Every type of bribery is prohibited.

In the event that a representative of the authorities requests some kind of benefit, the corresponding Member of **GRUMA** shall expressly and clearly reject the referred request and shall report it immediately, either through the Reporting System or by communicating with any of the members of the Ethics Committee, the Audit Committee, the hierarchical superior of the Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department, in order for **GRUMA**, through the divisional legal department and/or the Corporate Legal Department, to take the necessary measures.

Every Member of **GRUMA** has the responsibility of verifying that his/her position within **GRUMA** allows him/her to interact or establish any contact with the Government to represent **GRUMA**, before establishing such contact.

3. Defense of the interests of GRUMA according to the Law

Members of **GRUMA** shall abide by and ensure that the applicable legal provisions are invariably complied with. Notwithstanding it is possible that under certain circumstances differences, either in the criteria or interpretation, may arise with the authorities with respect to the application of a particular rule. In such case and within the provisions applicable to **GRUMA**, Members of **GRUMA** shall verify that the stand taken before the authority is grounded and substantiated, and in its case, assert it before the corresponding instances according to the law, for which they shall be supported by the corresponding department of **GRUMA**.

4. Liability acceptance

When the authorities assert and substantiate, or when the internal revisions detect and prove that for any reason a Member of **GRUMA** did not observe the applicable law or the applicable internal rules and policies in the performance of his/her functions when dealing with governmental officers or authorities, this shall be acknowledged and prompt actions should be taken to remedy the irregularity.

I. RELATIONSHIP BETWEEN MEMBERS OF GRUMA

All interactions between Members of GRUMA shall be based on respect and mutual tolerance, in strict compliance with the principles of this Code, the internal policies of GRUMA and the applicable law, in order to ensure a harmonious environment that leads to productive work and the achievement of GRUMA's goals.

Members of **GRUMA** shall show institutional loyalty and respect to the policies, standards and guidelines established by **GRUMA**, being at all times fair in their internal relationships. They must conduct and perform their everyday tasks in accordance with the established objectives





and goals, and avoid generating situations of discrimination, harassment and psychological, physical, sexual, labor, or any other kind of abuse.

1. Integrity

Members of **GRUMA** must exactly and earnestly comply with their duties, as well as be consistent and coherent with the provisions established in the applicable law, this Code, and in the internal policies, regulations and procedures of **GRUMA** applicable to their functions.

2. Relationships with the hierarchical superiors

Based on the mutual respect relationship between all Members of **GRUMA**, Employees of **GRUMA** shall abide to the legitimate instructions of their hierarchical superiors in connection with the functions they perform. In this sense, they shall show a responsible, professional and trustworthy conduct.

3. Relationships between coworkers

The relation between Members of **GRUMA** shall be of respect and tolerance. The work relations must be based in collaboration and mutual support. In this sense, all Members of **GRUMA** will show a responsible, professional and trustworthy conduct.

4. Relationships with subordinates

Every hierarchical superior will show a treatment based on respect and trust to his/her subordinates, without this implying that his/her authority has been diminished. He/she shall not use his rank to harass others. In this sense, every hierarchical superior within **GRUMA** will show a responsible, professional and trustworthy conduct with his/her subordinates.

GRUMA will not tolerate abuse of authority. It is an abuse of authority among other situations, if a hierarchical superior grants special advantages to certain Employees or certain groups of Employees, in exchange of money, sympathy or any favors.

GRUMA and/or Employees with staff reporting to them, as the case may be, shall provide their subordinates with the elements and resources that are considered necessary to perform the work that is entrusted to them, evaluate their performance with objectivity, timely recognize whoever deserves it, and when applicable grant the benefits and allowances they are entitled to receive according to the internal policies of **GRUMA**, without any kind of condition.

5. Harassment Conducts or Sexual Harassment

Members of **GRUMA** shall treat each other with respect and dignity, avoiding any conduct that could be interpreted as harassment or sexual harassment. Sexual harassment is illegal and is prohibited by the applicable legislation in each country where **GRUMA** operates. Sexual harassment may include, but is not limited to, the following: preferential treatment or promises of special treatment in exchange of favors, sexual relations or sexual activities; to show, exhibit or send signals, objects, photos, magazines, letters or notes with suggestive, sexual, pornographic, obscene or derogatory messages; jokes or suggestive, racist or derogatory, comments; intentional undesired or unjustified corporal approaches, to stare fixedly in a lustful manner. It is a policy of **GRUMA** to encourage a workspace free of harassment or sexual harassment.





J. ACTIVITIES OUTSIDE OF WORKING HOURS

Members of **GRUMA** may freely participate in civic, political, religious, academic, and any other kind of activities, as long as they are lawful, they perform them in a personal capacity and without interfering with the proper performance of their duties in **GRUMA** and always without undermining the reputation and image of **GRUMA**.

Members of **GRUMA** are free to pursue any activity of his/her choice outside of working hours; however, they shall ensure that:

- The activities outside of working hours are performed on a personal capacity and with his/her own funds.
- Those activities are lawful.

1. Political Contributions

Every Member of **GRUMA** is free to exercise his/her citizen rights, to participate in political activities, as well as to perform private contributions in support of the candidates or political parties of his/her choice, without linking **GRUMA** to the same. However, Members of **GRUMA** that perform these activities shall do it outside of working hours, in a personal capacity and with their own funds always complying with the applicable legislation.

2. Civic-Political Activities

Members of **GRUMA** may participate, in a personal capacity, in the civic and political activities of their choice. Additionally, when it is reasonable to believe that others may think the person is acting as a representative of **GRUMA** or on behalf of **GRUMA**, it shall be clearly and expressly pointed out that he/she is acting independently and not on behalf of **GRUMA**.

3. Academic Activities

When developing academic activities, Members of **GRUMA** must refrain from referencing specific experiences, matters or particular operations of **GRUMA** with which they could have been involved or those that they had knowledge of in a restricted manner, except when the information to be shared is Public Information. Likewise, they should not provide information that is not public nor intervene as participants in study cases regarding **GRUMA**.

The abovementioned will not apply when the corresponding previous authorization issued by the Employee that has the highest hierarchical level in the corresponding division or business unit has been obtained. In these scenarios, the information shall be presented in a way aimed at improving the image of **GRUMA**.

4. Religious Activities

GRUMA respects religious beliefs. No Member of **GRUMA** shall impose his/her faith or creed to other Members of **GRUMA**. Any action aimed at disseminating religious content inside **GRUMA**'s facilities shall be previously authorized by the Employee with the highest hierarchical level in the corresponding division or business unit.





5. Sport Activities

GRUMA supports sport activities.

Members of **GRUMA** may participate as Members of **GRUMA** in activities of this nature, keeping and taking care of the principles of prestige, honorability and respect of **GRUMA**, as long as they have the corresponding previous authorization issued by the Employee with the highest hierarchical level in the corresponding division or business unit. The development of such sport activities during working hours will be subject to specific provisions that shall be established by the corresponding areas.

K. SOCIAL RESPONSIBILITY

All Members of GRUMA must be aware of the impact that their actions within GRUMA have in society and their community and they must carry out their duties inside of GRUMA in such a way that they promote the development and well-being of their community.

Since its beginnings, **GRUMA** has been committed to positively contributing in the social, economic and environmental surroundings, for which it relies, at an international level, on five pillars: Nutrition, Ecological, Social, Economic, and Security and Health:

1. Nutrition

The main product of **GRUMA** is a basic food with high nutritional value that seeks to enhance the well-being and health in its consumers.

2. Ecological

GRUMA develops and uses technologies to improve its productive operations and minimize the environmental impact of its processes.

3. Social

GRUMA supports the most deprived communities, seeking to motivate the voluntary involvement of human capital.

4. Economic

GRUMA invests and develops productive and commercial chains to maintain a close relation with its clients and guarantee their satisfaction, as well as to extend the social responsibility commitment to Counterparties.

5. Security and Health

GRUMA is committed to guaranteeing a safe and clean work environment that promotes security, hygiene and the well-being of all Members of **GRUMA**.

Every Member of **GRUMA** must endeavor to reflect the values promoted by these five pillars when interacting with their community.

L. SECURITY, SANITATION and HEALTH

Every Member of GRUMA shall observe the applicable regulations and policies in security, sanitation and health matters, while performing their duties.

The physical integrity of Employees will always have priority over seeking to obtain an efficient operation and better financial results for **GRUMA**. **GRUMA** is committed to providing a safe work environment. Every Member of **GRUMA** shall always promote a culture of security and physical and mental health between Employees.





Every Member of **GRUMA**, within his/her functions, is responsible for performing his/her activities according to the security, sanitation and health standards established by **GRUMA**. Thus, they shall refrain from performing, or in its case they shall stop any activity that given the circumstances could pose a risk to the security, sanitation and health, and report it through the Reporting System or to any of the members of the Ethics Committee, Audit Committee, the hierarchical superior of the Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department.

Likewise, it is the responsibility of every Member of **GRUMA** to report through the Reporting System or to any of the members of the Ethics Committee, Audit Committee, the Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department, any situation that they observe during the performance of their duties in **GRUMA** that could imply any risk to the quality or hygiene of the products produced by **GRUMA** or to the physical integrity of the Members of **GRUMA**.

VI. CODE ADMINISTRATION

This Code is mandatory for every Member of **GRUMA**. Every Member of **GRUMA**, within their sphere of responsibility, shall promote and monitor that the Employees that report directly to them as well as the Counterparties whom they maintain a relation with, comply and respect this Code. The lack of its knowledge does not excuse Members of **GRUMA** from its application and compliance, nor the sanctions resulting from the same.

Also, it is responsibility of every Member of **GRUMA** to report, through the Reporting System available in the country in which they are located, or directly to any of the members of the Ethics Committee, Audit Committee, the hierarchical superior of the Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department, any conduct or action by any Member of **GRUMA** or Counterparty that they have knowledge of and in good faith consider there are reasonable grounds to believe such conduct or action is against the guidelines, rules and principles of this Code. This, always respecting **GRUMA**, its Directors, Employees and Counterparties, and the work that each of them performs in **GRUMA**.

It is fundamental for the success of this Code of Ethics that every Member of **GRUMA** has free access to the use of the tools to report improper acts in good faith, without obstacles or fear of retaliation. The latter, in the understanding that the reporting tools shall not be willfully used with the intent of communicating information which is known to be false and which can cause shame, disrepute or harm to the person claimed to be liable, or expose him/her to the contempt of others.

The International Corporate Procedure regarding the Reporting System of **GRUMA** will establish the guidelines for the use and operation of the Reporting System, and every complaint received through the Reporting System will be handled in accordance with the provisions of the International Corporate Procedure regarding the Administration of the Code of Ethics and the Reporting System of **GRUMA**. Schedule A of this Code includes information with regards to the access to the Reporting System.

In case of doubt with respect to the content of this Code, every Member of **GRUMA** is encouraged to, directly or with the support of their hierarchical superior ask for advice from any of the members of the Ethics Committee, Audit Committee, the hierarchical superior of the Corporate Administration Department, Corporate Financial and Planning Department, Corporate Human Resources Branch, Corporate Internal Audit Branch or Corporate Legal Department.





Any violation to this Code will be considered a serious violation to the internal policies, regulations and procedures of **GRUMA**, and will be subject to the internal measures adopted by **GRUMA** in accordance with the provisions of the International Corporate Procedure regarding the Administration of the Code of Ethics and Reporting System of **GRUMA**, which can include disciplinary measures. Regardless of the aforementioned, the acts which constitute such violation of the Code could also have legal consequences for the offender and whoever aided or covered up for him/her.

Every complaint or report made in good faith in connection with a suspicion or detection of irregularities or non-compliances to this Code will be investigated and resolved in a confidential manner and in accordance with the provisions of the International Corporate Procedure regarding the Administration of the Code of Ethics and Reporting System of **GRUMA**. The aforementioned, in the understanding that **GRUMA** will professionally and thoroughly investigate any complaint or report made in good faith, and will not tolerate any kind of retaliation for such complaints or reports made in good faith, since **GRUMA** prohibits any type of retaliation against a person that in good faith reports alleged improper acts or that cooperates with an investigation. The acts of retaliation shall be reported.

In those cases where investigations are performed with respect to possible violations of this Code by the corresponding departments of **GRUMA** pursuant to the International Corporate Procedure regarding the Administration of the Code of Ethics and Reporting System of **GRUMA**, the Employees of **GRUMA** that, without being involved, have information in that regard shall collaborate during such investigations, duly and timely providing the information they have knowledge of. Also, and if the case requires it, the Employees involved in the referred investigations will participate in the implementation of the measures that are considered necessary for the correction and prevention of the irregularities that in its case were detected during such investigations, pursuant to the provisions of the International Corporate Procedure regarding the Administration of the Code of Ethics and Reporting System of **GRUMA**. No Employee that is part of the department in which the person(s) involved in an investigation work(s), shall participate in the resolution of such investigation.

Any waiver to the compliance of this Code shall be discussed, and in its case, agreed by: the Board of Directors of **GRUMA**, in case of waivers granted to Directors, and by the corresponding departments of **GRUMA** pursuant to the International Corporate Procedure regarding the Administration of the Code of Ethics and Reporting System of **GRUMA**, in case of waivers granted to Employees, acting objectively and always considering the particularities of each case and applicable law.

The Internal Comptrollership department of **GRUMA** will be in charge, at a corporate level as well as at each business unit, to review and ensure that the internal policies, regulations and procedures of **GRUMA** are updated and reflect the provisions of this Code, for which they will get support from the other departments of **GRUMA** as applicable.

The Corporate Human Resources Branch of **GRUMA**, as well as the departments of Human Resources on each business unit will ensure the proper dissemination of this Code and the due training of the Employees in respect of its content, being the Employees responsible of participating in such training and updating programs.

The guidelines contained on this Code do not pretend to be exhaustive and are complemented by the internal policies, regulations and procedures of **GRUMA** as well as the applicable law. Therefore, any conduct or activity that is not expressly comprehended in this Code will be resolved pursuant to the procedures established in the International Corporate Procedure regarding the Administration of the Code of Ethics and the Reporting System of **GRUMA** for the investigation and resolution of the violations to this Code and in accordance with the applicable law.





SCHEDULE A

Contact Information – Reporting System, Committees and Corporate Departments

I. Link to Reporting System telephone numbers and website:

<https://www.gruma.com/en/submission-of-complaints.aspx>

II. Committees and Corporate Departments

Audit Committee	comiteauditoria@gruma.com
Ethics Committee	comiteetica@gruma.com
Corporate Administration Department	direccionadministracion@gruma.com
Corporate Financial and Planning Department	finanzasypplaneación@gruma.com
Corporate Human Resources Branch	recursoshumanos@gruma.com
Corporate Internal Audit Branch	auditoriainterna@gruma.com
Corporate Legal Department	juridico@gruma.com

