



Strategic Sustainability Policy

May 2025

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Objective

Establish the general principles of action (“Policies”) of Gentera S.A.B. de C.V. (“Gentera”) and its companies in environmental, social and governance matters in accordance with the Sustainable Development Goals (SDGs) approved by the United Nations in its 2030 agenda, as well as the commitments that promote compliance with Human Rights and international environmental standards and initiatives.

Scope

This policy is relevant for all Gentera, its companies, employees, suppliers, clients and companies that collaborate with Gentera in the countries where it operates, as well as for investors and different stakeholders.



Glossary

Term/ Acronym	Definition / Description
Harassment at work	Harassment is a form of workplace violence, the purpose of which is to intimidate, obscure, humiliate, intimidate or emotionally or intellectually consume the person being harassed, with the aim of excluding him/her from the company or to attack, control or destroy another person.
ESG (Environmental, Social and Governance)	Identification, measurement, integration and reporting of information on environmental, social and governance factors.
Supply chain	A sequence of activities or parts that provide products or services to an organization.
Value chain	An organization's value chain encompasses the activities that convert an input into an output by adding value to it. It includes entities with which the organization has a direct or indirect business relationship, and which supply products or services that add value to the organization's own products or services, or receive products or services from the organization.
Ethics Committee	This is the governing body responsible for ensuring the promotion of an ethical culture in Gentera and its Subsidiaries, made up of Executives with a high level of adherence, mastery and knowledge of our Philosophy, Code of Ethics and Conduct, human relations, anti-corruption, human rights, ethics, internal institutional policies and applicable regulations.
Commitments	A set of rules that serve to control or regulate the different areas of civil coexistence.
Human Rights	Rights inherent to all human beings, without distinction of nationality, place of residence, sex, national or ethnic origin, color, religion, language, or any other condition. We all have the same human rights, without discrimination of any kind ¹ .

¹ Comisión Nacional de los Derechos Humanos (CNDH).

Term/ Acronym	Definition / Description
Discrimination	Discrimination shall be understood as any distinction, exclusion or restriction that, based on ethnic or national origin, sex, age, disability, social or economic condition, health conditions, pregnancy, language, religion, opinions, sexual preferences, marital status or any other, has the effect of preventing or nullifying the recognition or exercise of rights and the real equality of opportunities of persons. ²
Greenhouse gases	A gaseous component of the atmosphere, natural or anthropogenic, that absorbs and emits radiation at certain wavelengths of the spectrum of terrestrial radiation emitted by the earth's surface, by the atmosphere itself and by clouds.
Stakeholders	Clients, employees, board members, investors, shareholders, suppliers, organizations, academic and government entities with which Gentera or any of its companies have relationships and ties, seeking to create the greatest possible good.
Fundamental freedoms	These are the rights declared by the Constitution that enjoy the highest level of protection. They are alienable, inviolable and unrenounceable rights.
Mobbing	A form of group violence, the purpose of which is to intimidate, exclude, overshadow, flatten, intimidate or consume the victim emotionally or intellectually, thereby causing psychological, physical, economic, occupational and/or professional damage.
Sustainable Development Goals (SDGs)	United Nations universal call to end poverty, protect the planet and ensure that all people enjoy peace and prosperity by 2030.
One share, one vote system	The traditional one-share, one-vote system is designed to give equal treatment to all shareholders.
Sustainability	Development that meets the needs of the present without compromising the ability of future generations to meet their own needs.
Child labor	Work that deprives children of their childhood, their potential and their dignity and is detrimental to their physical and psychological development.

² Comisión Nacional de los Derechos Humanos (CNDH).

Policies

Generals

4.1

This document must be reviewed and approved annually by the Chief Executive Officer of Gentera after its publication.

4.2

The Sustainability area, within the scope of its competencies, is in charge of coordinating the development and updating of the sustainability strategy, verifying its compliance by monitoring its actions and indicators, and linking Gentera and its companies to the different international initiatives that promote sustainable management.

4.3

Gentera, in terms of sustainable management and ESG performance, shall maintain adherence to the following SDGs as appropriate:

Human Rights

SDG 1 End poverty
SDG 3 Health and well-being
SDG 5 Gender equality
SDG 8 Decent work and economic growth
SDG 10 Reducing inequalities

Environment

SDG 6 Clean water and sanitation
SDG 7 Affordable and clean energy
SDG 12 Responsible production and consumption
SDG 13 Climate action

Health and Safety

SDG 3 Health and well-being
SDG 8 Decent work and economic growth

Responsible Supply Chain

SDG 12 Responsible production and consumption
SDG 16 Peace, justice and strong institutions

Of compliance

4.4

This document should take into consideration the recommendations of national and international organizations, such as:

- Declaration on Fundamental Principles and Rights at Work of the International Labor Organization
- Declaration on the Rights of Persons Belonging to National or Ethnic, Religious and Linguistic Minorities
- United Nations Universal Declaration of Human Rights
- International Bill of Human Rights ³
- Convention for the Protection of Human Rights and Fundamental Freedoms, European Convention on Human Rights (ECHR)
- International Labour Organization Minimum Age Convention
- United Nations Global Compact
- United Nations Sustainable Development Goals (SDGs)
- United Nations Guiding Principles on Business and Human Rights
- Equator Principles
- ISO 14001
- United Nations Environment Programme Finance Initiative (PRI)
- Principles for Responsible Banking (PRI)
- Global Reporting Initiative (GRI) Standards
- Banking Sustainability Protocol of the Association of Banks of Mexico
- Green Protocol of the Association of Banks of Peru

³ The Universal Declaration of Human Rights, together with the International Covenant on Economic, Social and Cultural Rights and the International Covenant on Civil and Political Rights and their two optional protocols.

Of Responsibilities

4.5

The Sustainability Operating Committee shall ensure that the business strategy, operations and decisions of the group are aligned with ESG criteria, shall meet every six months and shall have as members: Presidents of Gentera, Chief Executive Officer of Gentera, Chief Executive Officer of Compartamos Banco, Chief Corporate Officer of Gentera, Executive Director of Finance, Executive Director of Institutional Relations and Sustainability, Director of Investor Relations, Sustainability Team, in coordination with the Corporate Governance team.

4.6

The CEO of Gentera must review and approve the Group's sustainability strategy, following a review of the proposal to update the document submitted by the Executive Directorate for Institutional Relations and Sustainability.

4.7

The Sustainability area, through the management of the Manager, must:

- Coordinate the dual materiality exercise to identify risks and opportunities that the environment poses for the Group, such as the impacts that the company has on society and the environment.
- Determine goals and initiatives and monitor progress against the business strategy related to environmental, social and governance (ESG) through the sustainability strategy and monitoring dashboard.

Communicate progress, achievements and present proposals for continuous improvement to the Executive Director of Finance and Executive Director of Institutional Relations and Sustainability on a quarterly basis.

4.8

The Management Team should:

- Promote sustainability, assess the application of best practices, recommended by the Sustainability area, in the Management under their charge, establish their medium and long-term commitments within the sustainability strategy and report their progress in complying with the sustainability strategy through the delivery of quarterly information, for partial reports, and annually for [Gentera's Annual and Sustainability Report](#).
- Promote the protection of the environment in the Directorate under his/her responsibility, reinforcing the communication actions developed as part of the environmental culture, complying with what is described in the section on Environmental Commitments of this document.
- Promote, protect and ensure compliance with human rights in the Management under his/her responsibility, promoting compliance with the [Code of Ethics and Conduct](#) among its employees.

- Managers must attend to and implement the guidelines of the sustainability strategy and management of ESG issues, after communicating the Sustainability area to the different Divisions, the protection of the environment and for the protection of human rights, as well as supporting the Managers in this task.

4.9

Administrative and sales force collaborators must comply with and implement the guidelines for sustainability and management of ESG issues, environmental protection and for the protection of human rights in all areas.

4.10

The Institutional Communication and Sustainability Sub-Directorate is responsible for the annual disclosure of sustainable performance in environmental, social and governance (ESG) criteria through the publication of Gentera's Annual and Sustainability Report, available to all stakeholders on the Gentera / Sustainability website.

Of enviromental commitments

4.11

The Sustainability area must evaluate and manage the international standards and initiatives to which Gentera is part or to which it is voluntarily committed, as well as for which it is not an obligated subject; this must be communicated on the [Gentera / Sustainability / Environment website](#).

4.12

Using the Environmental Indicator Matrix (for internal use), the Sustainability area will monitor the environmental performance of Gentera and its companies to understand their performance and identify opportunities for improvement in energy, water consumption, and waste generation.

4.13

As part of its environmental commitments, Gentera will allocate up to 3% of its Social Responsibility and Sustainability Fund to environmental projects that recognize the right to access water, with a multi-year focus, that integrate community participation and include social and environmental impact assessments.

Enviromental culture

4.14

Gentera is committed to actively contributing to the care of the environment and to the prevention, minimization and mitigation of our impacts. To contribute in a positive way, other stakeholders will be involved in the promotion of environmental care.

4.15

The Customer Experience Department must periodically post awareness messages on Compartamos Banco's main social networks for customers, to promote the importance of caring for the environment, responsible consumption of resources and their correct disposal; while the Sustainability area must manage the annual awareness campaign for employees, via internal means.

4.16

As part of the transparent management that characterizes Gentera, the company undertakes to communicate, in accordance with the characteristics mentioned in section 6.9, through the Annual and Sustainability Report, the actions to promote environmental culture carried out in the reporting year, as well as the progress of the environmental commitments established in the sustainability strategy.

Enviromental legislation

4.17

The Regulatory Compliance management must comply with the legal environmental requirements and regulations applicable to Gentera, which will be communicated on the [Gentera / Sustainability / Environment website](#).

Energy

Gentera seeks to proactively contribute to the energy transition, responding effectively to the associated opportunities and challenges, applying operational efficiencies within the organization's reach.

4.18

The Sustainability area will coordinate the exercise annually to quantify and report electricity, gasoline, general fuel, and refrigerant consumption. These consumptions are reported annually through the Greenhouse Gas Inventory of Gentera and its companies, available for public consultation on the Gentera / Sustainability website.

Water

Gentera is aware of the problems related to water scarcity and the responsible management of water resources, so it is committed to having a responsible consumption and use of the amount of water it uses.

4.19

The Sustainability area will coordinate periodic reporting to quantify water consumption in order to identify efficiencies and issue recommendations to reduce water consumption.

Waste

Aligned with the objectives of the sustainability strategy, Gentera is committed to the development of a program for the efficient use of resources.

4.20

All waste generation in the corporate building is under the management of the Facilities Management, which is responsible for the identification, disposal method and quantification of waste; data that must be reported quarterly to the Sustainability area via email. This information is part of the data reported in Gentera's Annual and Sustainability Report.

4.21

To minimise our environmental impact, we are committed, in accordance with our scope, to use environmentally friendly materials, manage our waste and permeate this culture with our suppliers, as established in the [Code of Ethics and Conduct for Suppliers and Organisations](#).

4.22

All measurements on the generation of waste from the operation and its efficient disposal, destruction, reuse or disposal are established as appropriate:

- Customer information in accordance with the provisions of procedure PDOP-02 **Manage Destruction of Files, under the supervision of the Commercial Project Management.**
- The treatment of electronic waste using the procedure PSD-41 **Manage Physical Destruction of Technological Assets**, by Technological Support.
- The Facilities Management is in charge of managing and reporting quarterly to the Sustainability area the recyclable, non-recyclable and special handling waste of the corporation, with the participation of suppliers specialized in the subject.

Climate change and emissions

Gentera seeks to address the impacts related to climate change, committing to identify, prevent, minimize and mitigate its impacts, as a way to protect its establishments and operations against risks related to climate events.

4.23

We are committed to voluntarily measuring greenhouse gas emissions related to the commercial activities of Gentera and its companies, recognizing that this action allows us to identify opportunities for improvement in environmental performance. The results of the measurement are documented in the Annual Greenhouse Gas Inventory, which is publicly available on the Gentera / Sostenibilidad website.

4.24

We are committed to progressively replacing the use of appliances that use refrigerant gases with others with a lower environmental impact in our offices, through the management of the Real Estate Management Sub-Directorate.

Of Social commitments

Financial Inclusion

4.25

Gentera and its companies Compartamos, Yastás, Aterna, and ConCrédito put the person at the center of their actions, that is why we provide our clients with adequate and convenient financial solutions to the greatest number of people in the shortest possible time, attending to their financial needs with a human sense.

Sustainable Finance

4.26

Compartamos Banco accesses various sources of financing, such as social bonds, to continue promoting the dreams of our customers by meeting their financial needs with a human sense.

4.27

Reports on the destination of resources with social etiquette are communicated on the Compartamos Banco / Financial Information website.

Integral Relationships

4.28

All employees of Gentera and its companies must recognize the integrity of all people and respect their human dignity in all the relationships they generate in the performance of their duties with stakeholders, complying with the provisions of the **Code of Ethics and Conduct**.

4.29

The MCE-02 [Conflict of Interest Policy](#) establishes Gentera's commitment to conduct its operations in such a way that employee decision-making is not influenced by personal interests.

4.30

The particular objective of the MCE-03 [Policy on the Reception and Granting of Gifts](#) is to establish the guidelines, responsibilities and obligations for the employees of Gentera and its companies, regarding the granting and receiving of gifts, in order to prevent the risk of engaging in corrupt conduct and conflict of interest, and the possible legal and reputational consequences that these may entail.

Anticorruption

4.31

All employees of Gentera and its subsidiaries must comply with the MCE-01 [Anti-Corruption Policy](#) and the nine complementary guidelines established in the Code of Ethics and Conduct, rejecting corruption in any of its forms, as well as any type of bribery, fraud and/or extortion.

4.32

We guarantee the integrity of Gentera through the permanent work of the Ethics Committee, the Audit Committee, the Internal Audit Department, Internal Control and Compliance.

4.33

Gentera is committed to working to combat corruption in any of its forms, including extortion and bribery, through the execution of mandatory annual courses, certifications and recertifications as described in the **PPE-24 procedure Define Annual Training Strategy**, as well as in terms of the Code of Ethics and Conduct **PPE-37 Follow Up on Code of Ethics and Conduct Certifications and Recertifications**, Prevention of Money Laundering and Terrorist Financing, Information Privacy **MSIF-58 Administer Information Security and Privacy Awareness Program**, as well as the annual Fraud Prevention Recertification as stipulated in **PPF-05 Generate Training and Awareness in Fraud Prevention**. We promote among our stakeholders, mainly collaborators, directors and shareholders, the annual update of personal information on the Intranet regarding conflicts of interest.

4.34

All employees must immediately report any possible suspicious, unusual or internal operation of concern that is detected with customers or collaborators or any other activity that contravenes the provisions of the regulations on the Prevention of Money Laundering and Financing of Terrorism, complying with the provisions of the **MPLD-09 Manual of Policies to Prevent and Detect Operations with Resources of Illicit Origin for Compartamos Servicios** and **MPLD-01 Manual of Policies to Prevent and Detect Operations with Resources of Illicit Origin for Foundation**.

4.35

Any act of non-compliance must [guarantee the confidentiality and integrity of the whistleblowers](#), which is why Gentera has reporting means that operate in accordance with the process published **PCE-01 Giving Attention to the Means of Reporting**, being publicly available on the Gentera website. In the same way, Gentera complies with the attention of frauds through the provisions of the Code of Ethics and Conduct and in the procedure **PFR-01 Attend to Complaints of Possible Fraud**.

Non-Discrimination**4.36**

In compliance with the provisions of **Gentera's Code of Ethics and Conduct**:

- We reject any discrimination, which consists of making any distinction, exclusion, restriction or preference on the grounds of

ethnic or national origin, gender, gender expression, age, disabilities, social status, health conditions, religion, opinions, sexual preferences, marital status, or any other that violates human dignity or has the purpose or effect of nullifying or impairing the rights and freedoms of individuals.

- It offers equal conditions for its stakeholders so that they can carry out their activities free from any indication of discrimination (mockery, harassment, abuse, harassment, threats, coercion, aggression, physical or psycho-emotional violence, as well as abusive harassment and sexual harassment, or any conduct that violates human dignity or the rights and freedoms of any person).

Diversity & Inclusion

Gentera is a leader in financial inclusion, serving millions of people in Mexico and Peru, providing adequate and accessible financial services according to their needs, through the companies Compartamos, Yastás, Aterna, ConCrédito and Fundación Compartamos.

4.37

Gentera respects the differences of its clients, collaborators, advisors and communities with which it interacts, values the diversity that exists in each of them and recognizes that its contributions contribute to delivering better products and services adapted to the needs of its customers, building better workplaces and maintaining healthy relationships with its allies. Managing in accordance with the Mexican

Standard NMX-R-025-SCFI-2015 on Labor Equality and Non-Discrimination and with our MPE-05 [Labor Equality and Non-Discrimination Policy](#).

4.38

The company has a Diversity and Inclusion Operating Committee to promote initiatives that contribute to gender equity, diversity and inclusion.

4.39

The processes of attraction, selection, development and training are based on the performance parameters of the employees, in accordance with the strategic needs of management; regardless of age, gender, disability, race, ethnicity, origin, religion, economic status, or any other status.

Child labour

4.40

Gentera condemns and rejects any form of child labor as defined in international ILO conventions⁴, so all suppliers must sign the Code of Ethics and Conduct for Suppliers, with which they recognize the reception, reading and knowledge of the values and standards of conduct contained therein, committing to conduct themselves in line with them.

⁴ International Labour Organization (1973). Convention on Minimum Age.

4.41

Gentera, through Fundación Compartamos, contributes to the comprehensive development of early childhood, establishing collaborations with civil society organizations, sharing knowledge, learning from good practices and financing initiatives in this line of action in accordance with the **PFG-02 Define the Strategy to Distribute the Resources of the Social Responsibility Fund**.

4.42

All employees who are part of Gentera and its companies must be of legal age to hold a job, as established by law in each of the countries where we operate.

Forced labour

4.43

Gentera condemns and rejects forced or compulsory labor practices, does not promote them and adheres to the provisions of the International Labor Organization (ILO) in line with the provisions of the Code of Ethics and Conduct.

Freedom of association

4.44

Within Gentera, the right to freedom of association and freedom of association is respected, and it accepts that employees may found, join and associate freely and effectively with any trade union or representative body without intervening in their relationship with Gentera and its companies. They can also access collective bargaining schemes.

4.45

The company is governed by the applicable regulations and legislations relevant to each country where it operates and by the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, in line with the provisions of the **Code of Ethics and Conduct**.

Decent employment

4.46

The selection, performance evaluation and promotion of Gentera's employees and its companies is carried out based on their trajectory, knowledge and skills, complying with the provisions of the procedure PPE-01 Evaluate, Attract and Select Talent, **PPE-04 Determine Evaluation for Performance Bonus** and **PPE-29 Manage Development Programs**.

4.47

Gentera encourages its employees to maintain an integral development in their lives through the FISSEP Model in charge of the Department of Philosophy and Social Vocation. The well-being model seeks to inspire employees to work in the Family, Intellectual, Health (physical and mental), Social, Spiritual and Professional dimensions.

4.48

The company has fair remuneration schemes which are determined by the functions, skills, aptitudes, achievements and training, work in charge of the Compensation and People Administration Directorate.

4.49

Benefits and rest days are granted in accordance with the laws in the countries where Gentera is present, a task that is carried out by the Directorate of Compensation and People Administration.

4.50

To generate integral and dignified work environments for all employees, preventing, mitigating and resolving human rights violations in accordance with the provisions of the applicable legislation, in accordance with the **Code of Ethics and Conduct**.

4.51

The aim is to preserve an integral culture in the work teams, so acts against any person that represent any form of discrimination, workplace violence such as workplace harassment or mobbing (compliments or

unwanted comments in relation to physical or sexual appearance), as well as sexual violence are not tolerated. such as sexual harassment and sexual harassment, in line with the provisions of the **Code of Ethics and Conduct**. In coherence with the above, the Complaints Follow-up area has Complaint Follow-up Action Protocols (document for internal use) to address and sanction complaints of the aforementioned topics, among others, in the terms established by Gentera's Ethics Committee.

Clean and healthy environment

4.52

Everyone has the right to enjoy a clean, healthy and healthy environment; Gentera recognises this and therefore promotes care for the environment within its facilities and with its stakeholders through the management carried out by General Services and Sustainability.

4.53

The aim is to minimise the negative impact that financial operations, processes, products or services may have on the environment, through awareness-raising actions promoted by the Sustainability area in coordination with the different areas involved.

Community Engagement

4.54

Faithful to Gentera's social vocation, it is complemented by the actions developed by the Compartamos Foundation and the social

responsibility of Gentera and its companies, in accordance with the manual **PFG-02 Define the Strategy to Distribute the Resources of the Social Responsibility Fund**.

4.55

Gentera is a member of the Sustainability Committee of the Mexican Stock Exchange and Compartamos Banco is a member of the Sustainability Committee and the Social Responsibility Committee of the Association of Banks of Mexico, which allows us to be aware of the relevant issues of the sector and create opportunities in a responsible manner.

4.56

Monitor the possible risks that the operation could generate and establish monitoring and mitigation plans through the management of the Risk Management Directorate.

Minority rights

4.57

Gentera recognizes that persons belonging to national or ethnic, religious and linguistic minorities have the right to enjoy their own culture, to profess and practice their own religion, and to use their own language, privately and in public, freely and without interference or discrimination of any kind, recognized in the **Code of Ethics and Conduct** and the **Code of Ethics and Conduct for Suppliers**.

4.58

Gentera respects and protects the rights of minorities, in accordance with the national context in which it operates and in accordance with applicable international declarations⁵ aligned with the **Code of Ethics and Conduct** and **Code of Ethics and Conduct for Suppliers**.

Human rights training**4.59**

Interest groups, mainly collaborators, are encouraged to strengthen awareness of respect for human rights through the promotion and application of our Code of Ethics and Conduct, a document that is reviewed and updated annually in accordance with the **PPE-38 process Update Code of Ethics and Conduct**, as well as disseminated to employees through annual certification and recertification in the matter, this is in charge of the Organizational Ethics Subdirector.

Health & Safety**4.60**

The Directorate of People and the Directorate of Philosophy and Social Vocation must manage alignment with the provisions of the Official Mexican Standard NOM-035-STPS-2018, Psychosocial Risk Factors at Work-Identification, Analysis and Prevention.

4.61

The Security Directorate must ensure the physical security of employees with monitoring and training actions in compliance with the provisions of documents **MSF-02 Manage Operational Security Services**, **MASUC-03 Internal Security Policy Manual in Branches**, **MAOS-01 Internal Security in Service Offices and Offices with Integrated Branch**.

4.62

In co-responsibility with the supply chain, the Purchasing Sub-Directorate, through the MVO Management, is responsible for integrating the controls that allow the identification and resolution of potential negative risks derived from commercial relationships with suppliers, to which the Group's business lines are exposed, considering ESG criteria, in accordance with **MCRS-02 Governance Model of the Supplier Management Office**.

Of governance commitments**4.63**

At Gentera there are [several guidelines that ensure corporate integrity](#), such as the Code of Good Corporate Governance; the **Code of Ethics and Conduct** and the Corporate Compliance and Integrity Agreement.

⁵ United Nations (1992). Declaration on the Rights of Persons Belonging to National or Ethnic, Religious and Linguistic Minorities.

4.64

Gentera is a public company listed on the stock market and its shares are pulverized among the investing public. Gentera's shares, in accordance with its bylaws, are common and are represented by nominative securities, a single series, without expression of par value, and confer on their holders the same rights and obligations.

4.65

No government institution owns more than 5% of Gentera's voting rights. In the same way, none of its founders or relatives owns more than 5% of the voting rights⁶.

4.66

Gentera has an effective Board of Directors, duly constituted and in charge of functions understood in three fundamental areas of focus: i) in terms of strategy and its monitoring, ii) in terms of supervision and approval, and iii) in terms of legal and regulatory compliance, as well as the protection of the rights and interests of shareholders. Its system is single-tier composed of related and independent proprietary directors.

4.67

The members of the Board of Directors are appointed or ratified at the Annual General Meeting of Shareholders, they are elected for their professional and personal profile, regardless of their gender, ensuring that their experience and specialization in various areas of the business world show results that allow them to visualize that their contributions and participation are of great value to Gentera. In

addition, for an impeccable reputation and a solid ethical congruence, honorable in personal and family matters and with a sense of transcendence, thus communicating with the values of Gentera; which gives clarity regarding the responsibility they have towards shareholders (fiduciary duties). The Annual and Sustainability Report, submitted to the Mexican Stock Exchange and published on Gentera's website, includes professional profiles of the directors who make up the composition of the Board of Directors.

4.68

The Code of Good Corporate Governance establishes the figure of independent director in accordance with the provisions of the Securities Market Law: independent directors are selected for their experience, capacity and professional prestige, also considering that, due to their characteristics, they can perform their functions free of conflicts of interest and without being subject to personal interests. patrimonial or economic. This definition is included in the declaration of independence that each of the independent directors signs at the time of their appointment or ratification, as the case may be.

4.69

Independent Directors sign a declaration of independence that complies with the regulation and forms part of their file that is updated annually by the Corporate Governance Sub-Directorate, this information is exclusively for internal consultation.

⁶ Information is subject to constant modification, so prior to its dissemination, it must be confirmed directly with the Corporate Governance Sub-Directorate.

4.70

The Council currently consists of 11 members; 6 of them, or 54.55%, are independent (as defined in the following paragraph), exceeding the 25% required by current legislation. In practice of diversity principles, taking into account the equal opportunity that all people have to occupy a position within the Board of Directors, 2 of the 11 members are women, thus composing 18.18% of the total number of members. The members of the Board of Directors are appointed for one-year terms and may be re-elected. Currently, the average tenure of directors in this governing body is 13 years⁷.

4.71

The Board of Directors of Gentera shall be composed of the odd number of members determined by the Ordinary Shareholders' Meeting, with the support of the Nomination and Evaluation Committee, without in any case such number being less than five nor more than fifteen and shall be chaired by a director who may or may not be independent.

4.72

In line with the Code of Good Corporate Governance, the Gentera Board meets at least five times a year on a regular basis.

4.73

The Code of Good Corporate Governance establishes that the Board of Directors must be evaluated annually in the following aspects: i) evaluation of the members of the Board of Directors of each individual director; (ii) self-assessment of each counsellor; iii) evaluation of

each director to the Board of Directors as a collegiate body and iv) evaluation made by the management team, designated for this purpose, to the Board of Directors as a collegiate body and the evaluation of the directors to the secretary of the Board of Directors.

4.74

The functioning and effectiveness of the Board of Directors, as well as the alignment with the interests of shareholders, are guaranteed through the adoption of principles and best practices suggested by various national and international bodies, such as the Business Coordinating Council, the Mexican Stock Exchange, the Corporate Governance Principles of the Organization for Economic Co-operation and Development, the Group of Twenty and the International Finance Corporation. These principles, best practices and applicable regulations are the basis of the Code of Good Corporate Governance.

4.75

In Gentera's bylaws, there is a clause to ensure stability for Gentera's shareholders, known as the poison pill, which prevents a possible hostile-takeover, and also establishes a clear distinction between the roles of the chairman of the board and the general manager. The performance of the latter is evaluated annually by the Corporate Practices Committee as a body of the Board of Directors in accordance with the provisions of the Code of Good Corporate Governance.

⁷ Information is subject to constant modification, so prior to its dissemination, it must be confirmed directly with the Corporate Governance Sub-Directorate.

4.76

Gentera has a succession plan that ensures the development of the teams and the continuity of compliance with the business strategy, which is applicable to the General Manager and Management Team. It is characterized by being a formal mechanism that allows objective decision-making, involves the detection of areas of opportunity and promotes the development of competencies and skills responding to the needs of the environment.

Risk Governance**4.77**

Among other committees, for the achievement of the strategic and operational objectives of the business, there is the Risk Committee, the body in charge of business risk management (risk appetite and tolerance), risk monitoring and reporting, as well as the information security strategy, among other activities.

4.78

The Chair of the Risk Committee is responsible for monitoring and auditing the performance of risk management at the operational level, as well as reporting to the Board of Directors.

4.79

The Board and Management Team are involved in the information security strategy, cybersecurity, and review process.

4.80

The Board of Directors of Gentera has a Director with relevant experience in information systems and technologies, involved in the process of the information security strategy. In addition to the above, a Technology Committee was created in charge of ensuring the efficient management of the Technology area, including, among other matters, the transformation of the technological architecture as an enabler of digital transformation, as well as determining and monitoring the medium and long-term technological strategies of Gentera and its subsidiary companies.

4.81

The Chief Security Officer ensures the physical security of employees and assets of Gentera and its companies, as well as cybersecurity of the highest rank; establishes and maintains the internal strategy and processes that protect the information and physical security of Gentera and its companies.

Information Security and Privacy

4.82

All processing and exchange of personal information and data related to this document must comply with the provisions of EST-06 Information Security Policy Manual and MPRV-01 Information Privacy Manual.

4.83

All information involving the processing of personal data in relation to this document that is contained in operational documents/formats/files (physical/digital formats and logs) must have a defined retention period, and once the retention period has expired, it must be destroyed/deleted in a secure manner in accordance with the provisions of the MPRV-01 Information Privacy Manual.

4.84

The information must be classified, labeled, and processed as indicated in the MSIF-37 Methodology for Classification and Management of Information Assets.



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