

# CRIME PREVENTION POLICY EMPRESAS SUTIL S.A. AND SUBSIDIARIES

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## 1. INTRODUCTION

In accordance with the provisions of Law No. 20.393, this document is applicable to the offences defined in the aforementioned Law and its subsequent amendments (Law 21.121, Law 21.132, Law 21.227, Law 21.240, Law 21.325, Law 21.412 and Law 21.459) and which are committed by any person who participates in Empresas Sutil S.A. and its subsidiaries, understood as Controllers, Directors, Executives, Representatives, Collaborators, Clients, Suppliers, Contractors and third parties who have any kind of relationship with Empresas Sutil and its Subsidiaries.

Consequently, both Law No. 20.393 and the DMP implemented by Empresas Sutil S.A. and its subsidiaries are applicable to all the persons mentioned in the preceding paragraph and shall apply to the following companies: Empresas Sutil S.A. and its subsidiaries, including Coagra S.A., Coagra Agroindustrial S.A., Banagro S.A, Pacific Nut Company Chile S.A., Frutícola Olmué SpA, Champiñones Abrantes S.A., Agrícola Sutil S.A. and subsidiaries, Top Wine Group S.A. and subsidiary and Hotel Viña La Playa (hereinafter Empresas Sutil), when:

- (a) They have been committed by the owners, controllers, managers, chief executives, representatives or by other natural persons under the direct management or supervision of any of the aforementioned.
- b) They have been committed directly or indirectly in the interest of the legal person or for its benefit. c) The commission of the offence is the consequence of non-compliance by the entity with its duties of management and supervision. For the purposes of this Act, the offences listed above are to be understood as follows:

## 2. DEFINITIONS

**Legal Person:** Organisation of persons or of persons and property to which the law recognises the capacity to be the subject of rights and obligations, such as corporations, associations, partnerships and foundations.

**Criminal Liability of the Company:** Situation in virtue of which a natural person can be declared responsible for the commission of a crime. This extends to companies, in accordance with law 20.393, when the crimes indicated in this norm are committed directly and immediately in the interest of the company or for its benefit by its owners, executives or agents, provided that the commission of the crime is a consequence of the company's failure to comply with its duties of management and supervision. The company shall also be liable when the above offences are committed under the same conditions by natural persons who are under the direct management or supervision of the persons mentioned in the previous paragraph.

**Money laundering:** Anyone who in any way conceals or disguises the illicit origin of certain assets, knowing that they come, directly or indirectly, from the perpetration of acts constituting any of the offences contemplated in Law No. 19.366, which punishes the illicit trafficking of narcotics and psychotropic substances; in Law No. 18.314, which determines terrorist conduct and establishes its penalties; in Article 10 of Law No. 17.798, on arms control; in Title XI of Law N° 18.045, on the securities market; in Title XVII of Decree with force of law N° 3, of 1997, of the Ministry of Finance, General Law on Banks; in Paragraphs 4, 5, 6, 9 and 9 bis of Title V of Book II of the Criminal Code and, in Articles 141, 142, 366 quater, 367 and 367 bis of the Criminal Code; or, knowing of such origin, conceals or disguises these goods. Whoever acquires, possesses, holds or uses the aforementioned goods, for profit, when at the time of receiving them has known their illicit origin.

**Terrorist Financing:** The act of a natural or legal person who, by any means, solicits, collects or provides funds for the purpose of being used in the commission of any terrorist offence, such as, for example, placing,



sending, sending, activating, throwing, detonating or firing bombs or explosive or incendiary devices of any kind, sending explosive letters or parcels, attacking the Head of State and other authorities, kidnapping and abduction of children, seizing or attacking a means of public transport in service, unlawful association for the purpose of committing terrorist offences, etc. , (art. 8, Law N° 18.314, which determines terrorist conducts and establishes their penalties).

**Bribery of a National Public Official (bribery):** Whoever offers or consents to give a public employee an economic benefit, for the benefit of the latter or of a third party, to carry out the actions or incur in the omissions indicated in articles 248, 248 bis and 249 of the Penal Code, or for having carried them out or having incurred in them (art. 250 of the Penal Code).

**Bribery of a Foreign Public Official (bribery):** Anyone who offers, promises or gives a foreign public official a financial or other benefit, for the benefit of the official or a third party, to perform an action or omission with a view to obtaining or maintaining, for himself or another, any undue business or advantage in national or international commercial transactions (art. 251 bis of the Criminal Code).

**Receiving:** The offence of receiving is committed by anyone who, knowing its origin or being unable to be unaware of it, has in their possession, in any way, stolen or stolen goods, transports them or markets them in any way. It is an aggravating circumstance if the species are motorised vehicles or things that form part of the supply networks of public or domestic services, such as electric cables, gas, water, sewage, rainwater collectors or telephony pipes.

**Incompatible Negotiation:** This can be committed in Companies by directors or managers or any other person holding a power delegated by them, who is interested in any negotiation, action or contract that involves the company, directly or indirectly, being incompatible with the exercise of their position, and takes some kind of personal advantage or for someone related.

**Bribery or bribery between individuals:** The offence is constituted by the fact that an employee or representative requests or accepts to receive an economic benefit or of another nature, for himself or a third party, with the purpose of favouring or having favoured in the exercise of his duties in the contracting with one bidder over another, likewise it is also considered an offence of the supplier who offers or accepts to give a similar benefit.

**Misappropriation:** When a person in the company takes possession of money or goods belonging to another person or company, who should return or retribute it within a defined period of time and fails to do so.

**Unfair Administration:** This is committed when the administrator of an asset or company, being in charge of safeguarding or managing the assets of a third party, causes damage to the latter, abusively exercising his powers of representation, or executing or omitting any other action in a way that is manifestly contrary to the interest of the owner of the affected assets.

**Water Pollution:** The offence is constituted when a person introduces or orders the introduction into the sea, rivers, lakes or any other water flow, of chemical, biological or physical pollutants that cause damage to hydro biological resources.



**Public official:** Anyone who holds a public position or function, whether in the central administration or in semi-fiscal, municipal, autonomous institutions or companies or bodies created by the State or dependent on it, even if they are not appointed by the Head of the Republic or do not receive a salary from the State (art. 260 of the Penal Code). For the purposes of this qualification, the fact that the post is popularly elected shall not be an obstacle.

**Foreign Public Official:** Any person who holds a legislative, administrative or judicial position in a foreign country, whether appointed or elected, as well as any person who exercises a public function for a foreign country, whether within a public body or a public company. Any official or agent of a public international organisation is also deemed to have the aforementioned status (art. 251° ter of the Criminal Code).

**Infringements of access to unemployment insurance benefits (Law 19.728) in exceptional circumstances:** This offence is committed when a person, in accordance with the provisions of Law 21.227, obtains by simulation or deception complement and/or benefits and those who likewise obtain a benefit greater than that to which they are entitled by law. Employers who are legal persons shall be liable for the offence referred to above that are committed directly or indirectly in their interest or for their benefit, by their owners, responsible controllers, chief executives, representative or those who perform management and supervisory activities, provided that the commission of such offences is the consequence of non-compliance by the legal person. Employers who are legal persons shall also be liable when such offences are committed by natural persons who are under the direct management or supervision of any of the persons referred to in the previous paragraph.

**Non-observance of isolation or other preventive measure ordered by the health authority, in case of epidemic or pandemic:** This offence is committed when a person, in accordance with the provisions of law 21.240, contravenes the sanitary measures of isolation or other in case of epidemic or pandemic, knowingly or having the authority to arrange the work of a subordinate, orders him to go to the place of performance of his work when this is different from his home or residence, and the worker is in quarantine or compulsory sanitary isolation decreed by the health authority.

**Smuggling of migrants:** This offence is committed when a person, in accordance with the provisions of law 21.325, with the intention of profit, facilitates or promotes the illegal entry into the country of a person who is not a national or resident.

**Trafficking in persons:** This offence is committed when a person, in accordance with the provisions of law 21.325, encourages the promotion, facilitation or financing of the execution of the following conducts:

- i. Recruitment through: threats, coercion, abduction, fraud, deception, abuse of power, abuse of a situation of vulnerability and giving or receiving money or benefits to obtain consent.
- ii. transfer
- iii. harbouring
- iv. exploitation for: forced labour or services, servitude or slavery or practices similar to slavery, prostitution and organ removal.

**Arms control:** Law 21.412 modified various legal bodies in order to strengthen arms control in our country. One of the most relevant modifications consisted of incorporating the crimes of Title II of Law No. 17.798 on arms control into Law No. 20.393, on the criminal liability of legal persons, which will be potentially liable for the commission of the following crimes: possession, carrying, commercialisation, possession, internment and importation of arms, articles or ammunition that are prohibited or subject to control.



**Computer Crimes:** Law 21.459, establishes the rules on computer crimes, repeals law 19.223 and modifies other legal bodies in order to adapt them to the Budapest Convention.

**Attack on the integrity of a computer system:** whoever hinders or prevents the normal operation, in whole or in part, of a computer system through the introduction, transmission, damage, deterioration, alteration or suspension of computer data.

**Unlawful access:** Anyone who, without authorisation and by overcoming technical barriers or technological security measures, gains access to a computer system.

**Unlawful interception:** Whoever improperly intercepts, interrupts or interferes, by technical means, with the non-public transmission of information from a computer system between two or more such systems.

**Attack on the integrity of computer data:** establishes that altering, damaging, or deleting information is also considered an offence.

**Computer forgery:** it is considered as computer forgery when someone enters, alters, damages or deletes computer data with the intention that it should be taken as authentic background.

**Receipt of computer data:** the marketing, storage or transfer of illicit material is considered a crime.

**Computer fraud:** refers to the manipulation of computer data by entering, altering, damaging or deleting data for financial gain.

**Abuse of devices:** this offence criminalises the alteration of computer programmes, passwords, security or access codes or similar with the aim of perpetrating the 7 previous offences.

**Complaints Procedure:** Procedure by which workers or third parties to the organisation can make complaints about apparent violations of current legislation, regulations, law 20.393 and other internal and external rules.

### 3. OBJECTIVE

The purpose of this document is to establish the guidelines on which the adoption, implementation and operation of the Crime Prevention Model of Empresas Sutil is based, in accordance with the provisions of Law No. 20.393 on Criminal Liability of Legal Entities, as well as for the prevention of other types of misconduct typified in laws, rules and regulations of supervisory bodies, and rules established by the Company.

### 4. SCOPE

The scope of this Policy and the MDP is corporate, i.e. it includes Controllers, Directors, Executives, Representatives, Collaborators, Clients, Suppliers, Contractors and advisors of Empresas Sutil and its subsidiaries.

Consequently, this document, as well as the DMP implemented by the Sutil Group of Companies, is applicable to all the persons mentioned in the preceding paragraph and shall apply to the companies



Empresas Sutil S.A., Coagra S.A., Banagro S.A., Coagra Agroindustrial S.A., Pacific Nut Company Chile S.A., Frutícola Olmué Spa., Champiñones Abrantes S.A., Agrícola Sutil S.A. and subsidiaries, Top Wine Group S.A. and subsidiary and Hotel Viña La Playa (hereinafter Empresas Sutil).

## **5. PRINCIPLES AND GUIDELINES OF THE PREVENTION MODEL**

- a) Empresas Sutil shall permanently ensure that it maintains a model of organisation, administration and supervision suitable for the prevention of the commission of the crimes of money laundering, financing of terrorism, bribery of national or foreign public officials, receiving stolen goods and others that may be added in the future, as well as for the prevention of other types of improper conduct typified in laws, rules and regulations of supervisory bodies and rules established by the Company, known as the Crime Prevention Model of Empresas Sutil (hereinafter referred to as the "MPD").
- b) Under no circumstances or pretext may the persons mentioned in the Scope incur in any of the criminal conduct punishable under Law 20.393, not even under the pretext that they are carrying out superior instructions or that the result of the offence would be to the benefit of Empresas Sutil.
- c) The application and supervision of the rules established by the MPD will be the responsibility of an official who will have the title of Crime Prevention Officer (hereinafter EPD).
- d) The person in charge will be appointed by the Board of Directors of Empresas Sutil, will remain in office for up to three years and may be extended for periods of the same duration.
- e) It will be the responsibility of the Board of Directors, through its Audit Committee, Senior Management and the EPD, to implement, maintain and supervise the MPD.
- f) The Board of Directors of Empresas Sutil will provide the means and powers to the EPD for the development of its functions and activities, including the resources and material means to adequately carry out its functions.
- g) The EPD will have access to information related to its scope of action and to the management of each of the companies that are part of Empresas Sutil and will have the duty to report to the Board of Directors on the management of the prevention model at least every six months and/or when circumstances so require.
- h) The EPD will disseminate and communicate to the entire organisation the PDM, the roles and responsibilities arising from it and the sanctions for non-compliance.
- i) The DMP shall be updated in the event of relevant changes in business conditions or in the legislation in force, for which the EPD shall be responsible.
- j) The Prevention Model may be certified when Empresas Sutil deems it appropriate, in accordance with the provisions of article 4 of Law 20.393.
- k) Empresas Sutil's Code of Ethics establishes ethical standards for the development of commercial and operational activities, fostering an environment of transparency and fair competition through the values and principles established by the organisation.

## **6. ROLES AND RESPONSIBILITIES**

### **6.1. Board of Directors**

- a) Appoint and/or remove the EPD from office, in accordance with the provisions of Law No. 20.393 and its amendments.
- b) In conjunction with the EPD, establish the Crime Prevention Model and approve the crime prevention policy and procedures.
- c) Provide the material means and resources necessary for the EPD to fulfil its roles and responsibilities.



- d) Ensure the correct implementation and effective operation of the Crime Prevention Model.
- e) Receive and evaluate the management and operation reports of the MPD generated by the EPD, at least every six months.
- f) Receive, on a quarterly basis, the administrative management report developed by the EPD and approve the planning for the following period.
- g) Inform the Crime Prevention Officer of any situation observed in relation to non-compliance with Law No. 20.393 and its amendments.

**6.2. Crime Prevention Officer (EPD)**

- a) Exercise the role in accordance with the powers defined for the position by the Board of Directors of Empresas Sutil, as established in Law 20.393.
- b) Determine, together with the management of Empresas Sutil, the means and resources necessary to fulfil their role and responsibilities.
- c) Train all employees of Empresas Sutil in matters related to the scope of the Prevention Model, as well as those related to the Code of Ethics and the Whistleblower Channel.
- d) To ensure the correct establishment and operation of the Prevention Model developed and implemented by Empresas Sutil.
- e) Establish, suggest, develop and implement any other policy and/or procedure deemed necessary to complement the existing DMP.
- f) Encourage the internal processes and activities of each Group Company to have effective crime risk prevention controls in place and maintain a record of evidence of compliance with and implementation of such controls.
- g) Continuously assess the effectiveness and validity of the adopted DMP and its compliance with laws and other regulations, informing the Board of Directors of the need and convenience of modification.
- h) Report to the Audit Committee of Empresas Sutil on a monthly basis and/or when circumstances so require.
- i) Report to the Board of Directors of Empresas Sutil at least every six months and/or when circumstances so require.
- j) Be aware of and analyse any unusual or suspicious transactions and, if deemed necessary, refer the case to the Audit Committee and/or the Board of Directors when appropriate. For the purposes of the analysis, the EPD shall collect all documentation related to that transaction, generating for such purposes a background file.
- k) Request, in the cases it deems necessary for the exercise of its functions, all background information and contracts that Empresas Sutil. enters into, especially with State companies and, in general, all public services created by law; companies, public or private corporations in which the State or its centralised or decentralised companies, corporations or institutions have majority capital contributions or in equal proportion, or, under the same conditions, representation or participation, for the purposes of safeguarding compliance with Law No. 20. 393, the regularity of these operations and, eventually, to make effective the responsibilities when a breach of this law or the commission of any of the offences it seeks to prevent is detected.
- l) Document and safeguard evidence relating to crime prevention activities.
- m) Provide extensive collaboration, when required, in the process of certification of the Prevention Model.
- n) To follow up on the recommendations or instructions emanating from the Certification process or regulatory bodies.





- o) Ensure the updating of the crime prevention policy and procedure, in accordance with regulatory changes and the business environment of Empresas Sutil.
- p) Intervene, when appropriate, in lawsuits, complaints or legal proceedings that Empresas Sutil decides to undertake in relation to the offences set out in Law No. 20.393, and provide all the background information in its possession or of which it has knowledge by reason of its position.
- q) Carry out special work that the Board of Directors of Empresas Sutil may entrust to it in relation to matters within its competence.

### 6.3. General Management and Senior Executives

All general managers of the companies Sutil; Coagra S.A., Banagro S.A., Coagra agroindustrial S.A., Pacific Nut Company Chile S.A., Frutícola Olmué Spa, Champiñones Abrantes S.A., Sutil y Cía. S.A., and Top Wines Group Chile S.A. and its subsidiaries, shall:

- a) Support the EPD, ensuring its unrestricted access to information and people, as well as in the coordination of the MPD's own activities in the areas where it is required.
- b) Contribute to the dissemination of the MPD throughout the organisation, generating the necessary instances of dissemination and commitment, with the aim of achieving effective communication of policies and procedures.
- c) Inform the EPD of any situation observed that is related to non-compliance with Law 20.393 and of the steps related to the Prevention Model.

### 6.4. Areas of Support to the Prevention Model

Although the responsibilities for the execution of control activities fall on all administrations, the support areas are those responsible for providing support to the EPD, in the prevention, detection, response and monitoring activities that make up the MDP. Given the above, these areas are:

#### Internal Audit Management

- a) Include in its annual programme of activities the execution of audits aimed at verifying compliance with the control activities defined in the DMP, supervising and monitoring their design, and duly following up any exceptional situations detected.
- b) Support the different units in the design and implementation of improvement plans for the weaknesses or deficiencies detected.

#### Legal Affairs Management

Its function will be to advise the EPD on matters related to:

- Identification of facts that may be classified as criminal offences.
- Drafting of clauses in employment contracts relating to law 20.393.
- Drafting and incorporation of clauses in contracts with suppliers relating to law 20.393.
- Sanctions and/or corrective actions to be applied as a result of the investigations carried out.

In addition, it will be the responsibility of the Legal Affairs Management:

- Recommend legal action to be taken in the event of the detection of breaches of Law 20.393.
- Initiate legal action to pursue the liability of those involved in breaches of Law 20.393.



Deputy Managers and Human Resources and Human Resources Areas

- Execute preventive and detective controls, as defined in the "Crime Risk Matrix".
- Support the EPD in the dissemination of the MPD at all levels of the organisation.
- Publish in the internal communication media of each company all modifications and/or updates to the DMP.

Support the EPD in the coordination of the MPD training activities, which should consider:

- Law 20.393, in terms of: offences, who is responsible and sanctions.
- Presentation of the MPD and all its components.
- Channels of complaint.
- Procedure for investigating complaints.

In addition, it will be the responsibility of the people areas of each of the companies belonging to Empresas Sutil:

- Incorporate in all new employee contracts the clauses defined by Empresas Sutil regarding compliance with Law 20.393.
- Incorporate in the internal regulations on order, hygiene and safety the titles required in matters of compliance with Law 20.393.
- Provide a copy of an extract of the MPD to new employees.
- Provide necessary information regarding employees subject to investigation.
- Provide a report on the status of employees' knowledge of the Code of Ethics and Conduct.
- Advise on decision making in relation to sanctions and actions to be taken as a result of investigations carried out.

Management, Deputy Management and Administration and Finance areas.

- Execute preventive and detective controls, as defined in the "Crime Risk Matrix".
- Provide the information required by the Crime Prevention Officer for the performance of his/her duties in relation to the implementation, operation and effectiveness of the MPD.
- Ensure compliance by the Administration with the control activities defined in the CPM.
- Support the EPD in the monitoring of the risk events detected and inform the EPD about their evolution over time.
- Inform the EPD of modifications or updates to internal regulations or the issuance of new procedures.
- Advise the EPD on decisions regarding sanctions and corrective actions to be implemented as a result of investigations carried out and concluded.
- Support and advise the EPD in the execution of investigations arising from complaints that have implications for the MPD or are associated with Law 20.393 crime scenarios.
- Ensure the inclusion of compliance clauses (Law 20.393 and its amendments) in service contracts with suppliers and/or contractors.

Audit Committee

- Support the EPD in the process of analysing complaints related to the MPD.
- Support the EPD in relation to investigation processes or other procedures, based on the assessment of non-compliance with the MPD and potential indicators of criminal offences.



- Support the EPD in the process of recommending sanctions to the Board of Directors, as a result of investigation reports on complaints received.
- Support the EPD, if deemed appropriate, in the process of communicating disciplinary measures to the whole organisation.

Obligations for Staff, Advisors and Contractors

- Comply with the provisions of this Policy, the Code of Ethics and the Empresas Sutil MDP.
- To report, through the established channels, situations that could go against the provisions of this document.
- Report the appearance of new risks to the Crime Prevention Officer.

**7. APPROVAL AND VALIDITY**

This Policy was approved by the Board of Directors at its meeting held on 14 May 2018, and is effective as of the same date of approval and will remain in force indefinitely until the Board of Directors of the Empresas Sutil Group adopts another resolution in this regard.

FECHA	MOTIVO/SUSTENTO	VERSIÓN	RESPONSABLE
14/05/2018	Board Approval	2018-01	Company Directory Sutil
01/06/2018	Entry into force	2018-01	Audit Manager (EPD)
30/05/2019	Incorporation of offences, according to Law 21.121 - Law 21.132	2019-01	Audit Manager
30/06/2020	Incorporation of offences, according to Law 21.127 - Law 21.240	2020-01	Audit Manager
12/05/2021	Incorporation of the Subsidiary Hotel Viña La Playa	2021-01	Audit Manager
19/07/2022	Incorporation of offences, according to Law 21.325 - Law 21.412 - Law 21.459	2022-01	Audit Manager

**8. OUTREACH MECHANISMS**

This document will be made and kept available to interested parties on the website of Empresas Sutil (<http://www.empresassutil.cl>), as well as on each of the websites of the companies belonging to Empresas Sutil, these being:

- <http://www.coagra.cl>
- <http://www.abrantes.cl>
- <http://pacificnut.com/>
- <http://olmue.com/>
- <https://www.sutil.cl/es/>
- <https://banagro.cl/>
- <https://www.hotelvinalaplaya.cl/>



